

**CERTIFIED RESOLUTIONS
OF
PHOENIX BIBLE CHURCH**

The undersigned Secretary of the Board of Directors of Phoenix Bible Church, an Arizona nonprofit corporation, ("Phoenix Bible") hereby certifies that these "Resolutions" were adopted by a vote of at least 66% the directors during the properly noticed meeting at which a quorum was present on October 24, 2022 (the "Effective Date") and further certifies that these Resolutions have neither been rescinded nor amended and remain in full force and effect as of the date of delivery of this Certificate:

**RESOLUTIONS CREATING A UNIFIED CONGREGATION
OF BETHANY BIBLE CHURCH AND PHOENIX BIBLE CHURCH**

Background

- A. The Board reviewed a series of options for the future of the church to maximize Kingdom impact including finding a permanent church campus.
- B. The Board identified options which included opportunities to unite with other churches as well as independently purchasing or building a new worship center.
- C. After conducting an appropriate due diligence process the Board identified an opportunity to unite our congregation with the congregation of Bethany Bible Church, an Arizona nonprofit corporation ("Bethany Bible"). The two Boards summarized their discussions in the "Executive Summary of Core Agreements" attached as an exhibit to these Resolutions.
- D. Having found that our two congregations share a common theology, worship style and leadership style, the Board now intends to approve the legal actions needed to unite our two congregations for worship as common members of the Phoenix Bible congregation.
- E. Following consultation with legal counsel, the Board wishes to update and restate its Bylaws which were originally adopted on October 14, 2016. The new "Restated Bylaws" are attached as Exhibit A to this Resolution and contain a new "Statement of Faith".
- F. Because of the rich heritage of Bethany Bible, the Bethany Bible Corporation will remain intact to continue conducting selected evangelical activities and to receive bequests in the name of Bethany Bible Church even while Bethany Bible members are welcomed into the Phoenix Bible congregation. While remaining separate corporations, Phoenix Bible and Bethany Bible corporations will continue to serve a common evangelical purpose of promoting God's word in the community.
- G. To implement the *Campus Preservation Planningtm* recommended by legal counsel, the Bethany Bible campus will be owned by a Landholding LLC as part of the newly created Bethany Legacy Fund. Phoenix Bible will lease the campus from this holding company as the primary worship facility. The deed transferring ownership of the campus to the Landholding LLC will restrict the use of the campus only in accordance with the Statement of Faith.
- H. The Landholding LLC will be wholly owned by the Bethany Legacy Fund, whose sole purpose is to serve as an Internal Revenue Code ("IRC") section 501(c)(3) charitable organization sub-qualified under IRC section 509(a)(3) as a support organization providing financial support for the evangelical activities of Phoenix Bible.

- I. Following a meeting on October 17, 2022, of both boards of directors, it was agreed that to implement these steps, the Phoenix Bible Board would adopt these "Resolutions" to be legally binding as of the "Effective Date".

RESOLUTIONS

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:

1. The Background listed above is hereby incorporated by reference as a material part of these "Resolutions";
2. Phoenix Bible Board Chair James Timothy Birdwell is hereby appointed as the authorized "Agent" to take all actions necessary to implement the steps described in these Resolutions including, but not limited to, expenditure of corporate funds, signing and delivering documents such as articles of incorporation and articles of organization, deeds, assignment of personal property, assignment of contracts, termination of contracts, transfer of employees, termination of employees, hiring, using professional advisors including attorneys, certified public accountants, consultants, etc., and arranging for the transfer of members from Bethany Bible to Phoenix Bible;
3. The estimated timetable for uniting our congregations is:
October 24, 2022: Formal Board Approval by Phoenix Bible and by Bethany Bible;
October 25, 2022: Announcement to staff;
November 6, 2022: Announcement to the congregation and to the public;
January 1, 2023: Logistical and legal arrangements to be completed for joint ministry operations; and,
January 29, 2023: Congregations worship jointly at the former Bethany Bible campus under the name of Phoenix Bible Church.
4. The Agent is authorized to supervise drafting, review and approval of a memorandum of understanding or other document providing details of agreed upon staff, naming, contractual and other integration issues;
5. The "Restated Bylaws dated October 24, 2022, are hereby adopted to replace and supersede the old Bylaws previously in existence;
6. Section 8 of the Phoenix Bible Restated Articles of Incorporation are hereby amended by striking the existing language and substituting the following new language which shall be signed and filed by the Agent with the Arizona Corporation Commission as required by law:

ARTICLE 8. Distribution of Assets.

In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed or divided among the Directors or officers of the Corporation or inure to the benefit of an individual.

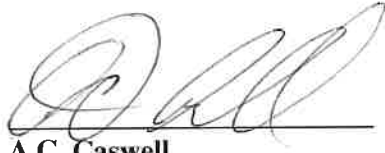
Upon the dissolution of the Corporation, its assets shall be paid over, assigned and conveyed by the Board of Directors of this corporation to a corporation, association or trust which is then organized for the same or closely similar purposes as those stated in ARTICLE 2 hereof to propagate the gospel of the Lord Jesus Christ as outlined in the

Bible as an evangelical Christian church to promote fellowship among God's people and the deepening of the spiritual life among believers in accordance with the Statement of Faith adopted by the Board of Directors from time- to-time. (Note that the Statement of Faith referred to in ARTICLE 2 above is attached to the Restated Bylaws of the Corporation, as amended from time-to-time by the Board and is not attached to the Restated of Articles of Incorporation.)

Or, if that cannot be accomplished, then the proceeds shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of a future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Assets not disposed of in this fashion shall be disposed of by a court having proper jurisdiction in the county where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines are organized and operated exclusively for such purposes.

7. The Agent is hereby authorized and instructed to arrange for:
 - a. Incorporation of Bethany Legacy Fund as an Arizona nonprofit corporation;
 - b. Formation of 6060 N. 7th Avenue, LLC, as an Arizona limited liability company (the "Landholding LLC") with Bethany Legacy Fund as the sole member;
 - c. Transfer of legal title to the campus to the Landholding LLC along with transfer of reversionary rights to Bethany Legacy Fund restricting the use of campus in accordance with the Statement of Faith of Phoenix Bible;
 - d. Receipt of personal property, checking and savings accounts, cash, contract rights, etc. from Bethany Bible to Phoenix Bible and/or to Bethany Legacy Fund as appropriate;
 - e. Title insurance and other customary insurance for the property involved in the transaction;
 - f. Sign a lease of the campus by Phoenix Bible from the Landholding LLC; and
 - g. Sign Service Agreements as recommended by legal counsel for Phoenix Bible to provide miscellaneous services to Bethany Legacy Fund and the Landholding LLC.
8. In consultation with Bethany Bible, the Agent is instructed to arrange for appointment of officers and directors ("Trustees") for the Bethany Legacy Fund;
9. In cooperation with Bethany Bible, the Agent is instructed to arrange for appointment of officers and directors for the continuation of Bethany Bible Church as part of continuing evangelical outreach and to arrange for amendments to the bylaws and/or articles of incorporation of Bethany Bible as necessary to provide review and approval of new officers and directors by Phoenix Bible; and,
10. In cooperation with Phoenix Bible, the Agent is instructed and authorized to take all other steps to implement the process of uniting the congregations and achieving the goals described in the Background section above.

The undersigned Secretary of the Board of Directors of Phoenix Bible Church, an Arizona nonprofit corporation, hereby certifies that (i) these Resolutions were duly adopted at a meeting of the Board of Directors on October 24, 2022, after proper notice was given and at which a quorum was present; and (ii) these Resolutions are in full force and effect as of the Effective Date defined above.



A.C. Caswell
Secretary

Exhibit: Executive Summary of Core Agreements

Executive Summary of Core Agreements

It has been with a view in mind, by each Elder Team, to exercise due diligence through a comprehensive evaluation of any matter of governance or ministry which could influence, impact, or otherwise affect a successful, healthy outcome for a two-church congregation union between Phoenix Bible Church and Bethany Bible Church.

The following summary hereby represents agreed upon core decisions:

Governance:

Senior Pastor – It has been agreed that Tim Birdwell will serve as Lead Pastor.

Staff—It has been agreed that all current permanent employees represented by both congregations, will retain their employment status in the new combined church.

Name – It has been agreed that the name of the new combined church will be Phoenix Bible Church.

Statement of Faith – It has been agreed that the Bethany Bible Church Statement of Faith will become the official document of record, representing the new combined churches’ position on matters of doctrine.

Membership – It has been agreed that any active member of either church will become members automatically in the new combined church.

Organizational Structure- It has been agreed that a new organizational staff structure representing the vision and mission of the new combined church was both necessary and appropriate. This agreement established positions and hierarchy.

Elder Team- It has been agreed that the Elder Team be composed of a specified number of representatives from each church, and how voted decisions would be ratified in the new combined church.

Ministry:

Vision—It has been agreed that the current mission statement of Phoenix Bible Church will become the statement for the new combined church, and referenced as the “Vision, Mission, Methods, and Marks” missional document.

Worship- It has been agreed that a vision for consistent corporate worship, as expressed musically, would represent elements embraced by many, but not the preference of some, engaging the hearts of believers, and welcoming the ears of unbelievers.

Missionaries—It has been agreed that any currently supported missionary of either church will continue to receive support as previously budgeted in the new combined church.

Affiliation—It has been agreed that Phoenix Bible Church’s current affiliation with Converge Network will continue, providing leadership development, pastoral support, and church planting resource.

**RESTATED BYLAWS OF
PHOENIX BIBLE CHURCH
(an Arizona nonprofit corporation)
November 1, 2022**

These Restated Bylaws (the "Bylaws") are legally binding as of the Effective Date defined below to fully supersede and replace the "Original Bylaws" of the Corporation which were adopted October 14, 2016.

ARTICLE 1. NAME

- 1. Corporate Name.** The name of this nonprofit corporation is PHOENIX BIBLE CHURCH, an Arizona nonprofit corporation (the "Corporation" or the "Church").
- 2. Church.** The word "Church" refers to the "Congregation" as a body of believers who worship together. This Church has chosen to function in the form of a nonprofit corporation to obtain the protections afforded to corporations by Arizona law. Following the history and traditions of the Church, elders, deacons, etc. may be appointed as part of the Scriptural life of the Church. These positions, however, are neither "officers" nor directors of the Corporation for the purposes of Arizona corporate law.
- 3. Directors.** The general management of the business, property, and affairs of the Corporation is vested in a Board of Directors (the "Board") and by committees appointed by the Board as further described below. For the purposes of Arizona corporate law, the words "Board", "Elder", "Elder Team" and "Director" shall be interpreted as referring to the members of the "Board of Directors" of the Corporation.

ARTICLE 2. PRINCIPAL OFFICE & STATUTORY AGENT

The principal office and statutory agent for service of process of the Corporation are listed in the Articles of Incorporation as amended or restated from time to time (the "Articles") or as otherwise designated by the Board in the official records of the Arizona Corporation Commission.

ARTICLE 3. PURPOSES

- 1. Purpose.** The purpose of this Corporation is exclusively charitable as described in the Articles. The character of the affairs which the Corporation initially intends to conduct is to assist the Church as a body of believers to glorify God by making disciples of all people; disciples who manifest their maturity by exalting God in worship, by edifying and equipping believers for service, and by evangelizing nonbelievers in accordance with the Statement of Faith attached as Exhibit A to these Bylaws.
- 2. Statement of Faith.** The Statement of Faith" is hereby adopted to replace and supersede all prior statement of faith or Statements of Belief. As a Scriptural matter, all those who voluntarily associate with this Corporation, as a Covenant Member or otherwise, are deemed to acknowledge and agree with the Statement of Faith.
- 3. Tax Exemption.** This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including making distributions to other organizations which qualify as tax exempt charitable organizations under Section 501(c)(3) of the Code. These Bylaws shall be interpreted as necessary to comply with the Arizona Revised Statutes for nonprofit corporations and federal law governing charitable organizations; provided, however, that the Church reserves the right in all cases to object to the application of civil law to the extent it violates its Constitutional rights.
- 4. Honoring the Freedom to Worship.** The Corporation seeks the greatest possible protection under the First Amendment to the Constitution of the United States of America and under similar provisions of the Arizona Constitution regarding the free exercise of religion as protected by the deference doctrine announced by the United States Supreme Court. These Bylaws are not intended to govern the operation of the Church as an ecclesiastical body of believers.

ARTICLE 4. MEMBERSHIP

1. **No Members.** As permitted by A.R.S. §10--3603, the Corporation does not have "members", as defined in A.R.S. §§ 10--3140(37).
2. **Covenant Members.** Anyone who accepts the Statement of Faith in good faith in accordance with the policies, procedures, and requirements as approved by the Elder Team as interpreted by the Lead Pastor may, in the Church's sole and absolute discretion, be admitted as a voluntary "Covenant Member" of the Church.
3. **No Right to Vote.** As provided by A.R.S. § 10--3721, Covenant Members have no right to vote on matters of corporate governance or otherwise.
4. **Meetings of the Congregation.** Meetings of the Congregation are held in the free exercise of the practice of religion by the Congregation and are not a matter of corporate governance.
 - 4.1. As such, Congregation Meetings may be called by the Board for items such as reports regarding the finances of the Church, seeking the nonbinding input of the Congregation regarding new Board members, informing the Congregation of amendments to the Corporation's Articles, Bylaws, policies, etc.
 - 4.2. Covenant Members may attend and cast an advisory vote at Congregation Meetings upon request of the Board of Directors. These votes are advisory only and shall have no binding effect on the actions of the Board or the Corporation.
 - 4.3. As such, there is no requirement for formal notice, for establishing a quorum or for excluding nonmembers. However, the Elder Team may adopt policies and procedures, including but not limited to, excluding non-members from confidential discipline proceedings as Scriptural matter.
5. **Scriptural Disputes.** The Lead Pastor with input, collaboration and co-ownership from the Board is the final authority on all matters of interpretation and application of Scripture and in all matters regarding Scriptural discipline, including but not limited to, approval of applications for Covenant Membership, involuntary exclusion of, or sanction of, a Covenant Member from the benefits of fellowship with the Church (a "Scriptural Dispute"), which are not required to be mediated or arbitrated. Reserving and exercising this right is an essential element of the Church's free exercise of Religion under the Federal and State Constitutions and the Bill of Rights.
 - 5.1. All those who voluntarily associate with the Church as a Covenant Member or otherwise, are deemed to submit to this Scriptural authority and to acknowledge that there is no appeal from these rulings on Scriptural Disputes, which shall be resolved according to the Holy Scriptures and the Statement of Faith as interpreted and administered by the Lead Pastor.
 - 5.2. The Elder Team may, however, in its sole and absolute discretion, subject a Scriptural Dispute to mediation and/or arbitration in accordance with Mediation & Arbitration Provisions attached as Exhibit B.
6. **Internal Disputes.** The Bible commands Christians to live at peace and to resolve disputes with each other in private and within the Church (*see* Matthew 18:15--20; I Corinthians 6:1--8).
 - 6.1. It is recommended that all "Internal Disputes" between the Covenant Members, pastors, staff, and volunteers should be resolved through mediation and/or arbitration as conducted by the Christian Conciliation Service defined on Exhibit C and not through the civil court system.
 - 6.2. "Internal Disputes" include resolution of claims, demands, controversies, and differences arising out of participation in religious activities, travel, ministries, interpretation or enforcement of these Bylaws, the Articles, and policies of the Corporation, employment, contracts, and personal injury matters to the extent permitted by law or by other documents created pursuant to the implementation of this policy; provided, however, that Scriptural Disputes are excluded from the definition of "Internal Dispute," and provided further that this policy shall not be interpreted to prevent or delay reporting suspected criminal activity to appropriate law enforcement.

7. **External Disputes.** Covenant Members are encouraged to resolve disputes other than Internal Disputes and Scriptural Dispute ("External Disputes") through mediation and/or arbitration defined on Exhibit C. To the greatest extent possible, the Church seeks to avoid participation in the civil court system and seeks instead to resolve all disputes in accordance with the Scriptures.

ARTICLE 5. OFFICERS

1. **Officers.** The "Officers" of the Corporation should usually consist of:

- 1.1. Board Chair,
- 1.2. Secretary,
- 1.3. Treasurer,
- 1.4. Vice Chair(s), and
- 1.5. One or more Vice Presidents in the Board's discretion.

2. **Chair.** The Chair ensures adequate communications among the various working committees and directs the activities of all officers of the Corporation. The Chair usually chairs the meetings of the Board of Directors, although the Board may at its discretion, elect someone other than the Chair to chair the meetings of the Board of Directors. In the absence of the Chair, one of the Vice Chairs should chair the meeting.

3. **Secretary/Treasurer.** The office of Secretary/Treasurer may be filled by one individual or divided into the two separate offices of Secretary and Treasurer with an officer elected for each position. The duties of Secretary/Treasurer, listed below, may be allocated between those two offices. The Secretary/Treasurer is elected by the Board of Directors to perform other duties defined by the Board, including to:

3.1. Give notice of, and attend, all meetings of the Corporation and to arrange for taking and preserving accurate minutes of the meeting in written or recorded form;

3.2.

3.3. Prepare an annual report of the finances, transactions and condition of the Corporation;

3.4. Keep all books and records of the Corporation, and ensure that all accounting records are properly maintained;

3.5. Keep an account of all monies received and expended for use of the Corporation and make disbursements authorized by the Executive Committee or other persons as the Board prescribes. All sums received shall be deposited in the bank or banks approved by the Board. This officer shall report at the annual meeting or when called upon by the Chair. Procedures and requirements for spending church funds may be specified by a resolution of the Board of Directors from time to time. Funds in excess of \$5,000 should be drawn only on signature of the Secretary/Treasurer and the Lead Pastor or Executive Pastor after authorization and approval of the Board of Directors. The funds, books and vouchers are subject to verification and inspection of the Directors of this Corporation; and

3.6. Deliver to his successor all books, money and other property of the Corporation at the end of this Term.

4. **Vice Chair and Other Officers.** The Board of Directors may, from time to time, without amendment to these Restated Bylaws, elect one or more Vice Chairs who perform specific duties identified by the Board.

5. **Election of Officers.** Corporate Officers are usually elected at the annual meeting of the Directors but may be elected at any properly noticed meeting. Candidates who receive a Majority of votes usually are elected for a three-year Term. If no election is held, then the officers in place are deemed re-- elected for an additional one-year Term.

6. **Removal.** An officer may be removed with or without cause, from office by a Majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by removal.

7. **Vacancies.** A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the Term by a Majority vote of the Board.

ARTICLE 6. BOARD OF DIRECTORS

1. **Board Composition.** The Board ordinarily consists of not less than 5 and usually not more than 9 Directors. All Directors must be Covenant Members of the Church for at least 12 months, be of high Christian character and integrity, maintain an exemplary reputation in all aspects of their lives both in the church and in the world, be both spiritual and temporal leaders of the church, and possess the qualifications as set forth in Titus 1:7-9 and 1 Timothy 3:1-7.

2. **Board Chair.** The Board may choose a Director to act as a Chair of the Board.

2.1. The Lead Pastor shall be a voting member of the Board;

2.2. The Executive Pastor, if any, may be elected to the Board by a 66% vote of the Directors.

3. **Changes.** The Board may, by a Majority vote, change the number of Directors serving on the Board (but to no less than three). Per A.R.S. § 10--3805, a decrease in the number of Directors or Term of office does not shorten the Term of an incumbent Director.

4. **Election of Directors.** New Directors are usually elected by the existing Directors by a 66% vote of the Board. This election usually occurs at the Annual Meeting of the Board but may be elected at a properly noticed meeting.

5. **Term of Directors.** Directors should serve for the "Term" designated by the Board. If no specific Term is designated, then the Director usually serve a 3-year Term.

5.1. A Director may not serve for more than 6 consecutive years without taking a year off.

5.2. Service prior to the Effective Date may be counted toward the foregoing Term limits in the discretion of the Board; provided, however, that by a 66% vote of the Directors a Director who has served 6 consecutive years may serve for one additional year.

5.3. As required by Arizona law, despite the expiration of a Director's Term, a Director continues to hold office until the Director's successor is elected, or until the Director's resignation or removal.

6. **Removal.** A Director may be removed with or without cause from the Board by a majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by such removal.

7. **Vacancies.** A vacancy on the Board because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the Term by a 66% vote of the Board.

8. **Board Meetings and Notice.**

8.1. *Regular Meetings.* Per A.R.S. § 10--3820, if the time and place of a Board meeting is fixed by the Bylaws or the Board, then the meeting is a regular meeting and may be held without notice of the date, time, place, or purpose.

8.2. *Special Meetings.* All other meetings are "Special Meetings". Special Meetings may be called by the Chair or by 20% of the Directors then in office. Per A.R.S 10--3822, notice of a Special

Meeting of the Board must be given at least two days in advance by written notice delivered personally, by telephone, by email, or sent by mail or fax to each Director at his/her address as shown on the records of the Corporation; provided, however, that in an urgent circumstance a Special Meeting may be held without prior notice, provided a quorum is present. The purpose of a Special Meeting need not be specified in the notice.

8.3. *Annual Meeting.* There should ordinarily be an annual meeting of the Board, at which time the Board, among taking any other appropriate action, should select a Chair to serve for the coming year and may elect other corporate officers and Directors and should also discuss new and continuing committee appointments for the coming year. The Board may specify which of its meetings is to be considered the annual meeting.

- 9. Waiver.** Directors may waive notice of a meeting. The attendance of a Director constitutes a waiver of notice of the meeting, unless a Director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Unless otherwise provided by law, when notice is required to be given to a Director, a written waiver, signed by the person entitled to notice, is equivalent to prior notice.
- 10. Quorum.** The presence of 66% of the Directors constitutes a quorum.
- 11. Majority.** The vote of at least 51% of those Directors present and voting at a Board meeting at which a quorum is present constitutes a "Majority" vote. Unless otherwise specified, all business of the Board is usually decided by a Majority vote.
- 12. Attendance.** A determination by the Board that a Director has an unsatisfactory record of attendance at Board meetings or that a Director's behavior is contrary to the best interests of the Corporation constitutes grounds for removal of the director "for cause".
- 13. Reimbursement.** Directors shall not receive salary or remuneration for their services, but by resolution of the Board, may be reimbursed for reasonable expenses actually incurred in connection with attendance at Board meetings.
- 14. Electronic Meetings.** Directors may participate in Board meetings by conference telephone or similar electronic communications equipment, so long as all participating Directors can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 15. Action Without a Meeting.** Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by that number of Directors necessary to approve the action had a meeting taken place. The action must be evidenced by one or more written consents describing the action taken, signed by each Director consenting to the action, and included in the minutes filed with the corporate records of the Corporation reflecting the action taken. Consent may be given by mail, facsimile transmission, or by electronic mail and may be signed using an electronic signature. Such consents shall be treated for all purposes as a vote at a meeting.
- 16. Standard of Care of Directors.** Directors shall discharge their duties, including duties as committee members, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of the Corporation.
- 16.1. Duty of Care.** "Ordinary Care" is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of a duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data prepared or presented by officers and employees of the Corporation, professional advisors, such as accountants or attorneys.
- 16.2. Good Faith.** A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.
- 16.3. Trustee.** Directors are not deemed to have the duties of a trustee (i.e., of a trust) with respect to the Corporation or with respect to property held or administered by the Corporation, including property subject to restrictions imposed by the donor or transferor of the property.
- 17. Special Topics Requiring Approval of the Directors.** These "Special Topics" require approval of a Special Majority, i.e., 66% of the Directors (the "Vote") (unless otherwise directed in these Restated Bylaws or State Law):
- 17.1.** Provided, however, that the call of the Lead Pastor requires a unanimous vote and dismissal of the Lead Pastor requires a 75% vote of the Directors;
- 17.2.** "Transfer" (i.e., purchase, sale or long-term lease (in excess of 10 years) of all or substantially all of the real property owned by the Corporation to an unrelated third party;
- 17.3.** In determining whether the proposed Transfer is to an "unrelated third party", the Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A Transfer to a legal entity which qualifies under Section 501C(1) -- (17) of the Internal Revenue Code, as amended from time to time, as a "Support Organization" is not deemed a "Transfer" to an unrelated third party (i.e., is not a "Special Topic");

- 17.4. An action to merge or dissolve the Church as a corporation;
- 17.5. Amending or restating the Articles of Incorporation;
- 17.6. Approval of the Annual Budget; and
- 17.7. Amendment of the Statement of Faith of the Church.

ARTICLE 7. COMMITTEES

1. **Committees.** The Board may establish one or more committees from time to time, which should be terminated when the purpose for which they are established is complete, unless otherwise specified. When creating committees, the Board is encouraged to specify a termination date.
2. **Nominating Committee.** From time to time, the Board may appoint a Nominating Committee. The Nominating Committee may develop a proposed slate of candidates for vacancies on the Board.
3. **Executive Committee.** The Board may elect some of its Directors to act as an “Executive Committee” to be responsible for day--to--day governance of the Corporation's affairs. The Executive Committee may execute orders, votes, and resolutions of the Board which are not otherwise self--executing and perform other duties assigned to it by the Board; provided, however, that the Executive Committee may not take any actions prohibited by A.R.S. § 10--3825. The Executive Committee should include the Chair and/or the Chair of the Board of Directors, if any.
 - 3.1. **Executive Committee Membership.** The Executive Committee should usually consist of three to five Directors. Executive Committee Members serve the Terms specified by the Board. If an Executive Committee Member is no longer serving, whether by non--eligibility or choice, the Board may elect a replacement to complete his Term.
 - 3.2. **Executive Committee Chair.** The Chair usually chairs meetings of the Executive Committee. In his absence the Committee may select another person to chair the meeting.
 - 3.3. **Executive Committee Meetings.** The Executive Committee meets at a time and place determined by the Chair and/or the Chair of the Board, if any.
 - 3.4. **Election of Executive Committee.** Election of Executive Committee Members may take place at any meeting of the Board.

ARTICLE 8. AMENDMENTS

1. **Majority Vote.** These Bylaws may be amended, replaced, or altered, in whole or in part, by a 66% vote of the Directors as a Special Topic as defined above.

ARTICLE 9. INDEMNIFICATION

1. **Indemnification.** The Corporation shall indemnify all current and former Directors, officers, and Board committee members of the Corporation (each, an “Indemnified Person”) to the fullest extent from time to time permitted by the Arizona Nonprofit Corporation Act, as amended and superseded, for any and all expenses and liabilities of any kind or nature whatsoever arising out of or in connection with any of the following (a “Proceeding”): any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, in which the Indemnified Person is involved, whether as a party, witness, or otherwise, because the Indemnified Person is or was a Director or officer or Board committee member of the Corporation or otherwise relating to any action taken, or any failure to take any action, as a Director or officer Board committee member of the Corporation.
2. **Advance Payment of Expenses.** Unless the Board, by affirmative vote of at least 66% of the Directors then in office, acting in good faith and upon the advice of counsel, concludes that an Indemnified Person has, beyond a reasonable doubt, engaged in conduct for which the Indemnified Person would not ultimately be entitled to indemnification under these Bylaws, the Corporation shall pay for or reimburse the reasonable expenses incurred by any Indemnified Person involved in a Proceeding in advance of the final disposition of the Proceeding if both of the following conditions exist: (a) the Indemnified Person furnishes to the Corporation a written affirmation of the Indemnified Person’s good faith belief that he or she has met any applicable statutory standard of conduct relevant to determining

such Indemnified Person's eligibility for indemnification under these Bylaws; and (b) the Indemnified Person furnishes to the Corporation a written undertaking to repay the advance if it is ultimately determined that he or she is not entitled to indemnification under Section 9.1 of these Bylaws.

3. Insurance. The Corporation is encouraged, but not required, to purchase and maintain such policies of insurance as are customary for corporations similarly situated to the Corporation for the protection of the Indemnified Persons in their service to the Corporation, whether or not the Corporation would have the power to indemnify such Indemnified Persons for their service.

4. Board Action. The Board shall take all action as may be reasonably necessary and appropriate to authorize the Corporation to provide indemnification and advance expenses as required by this Article and applicable law, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity or expenses acted and of the reasonable amount of indemnity or expenses due him or her.

5. Cumulative Rights. The rights in this Article are non-exclusive, cumulative with, and in addition to other rights to which an Indemnified Person may otherwise be entitled.

6. Reliance. Unless the Board finds to the contrary by a 66% vote, the Indemnified Persons shall be deemed to be serving in their respective positions or to have previously done so in reliance upon, and as consideration for, the rights provided under this Article. Repeal or modification of this Article does not affect rights or obligations existing or accruing prior to repeal or modification. The rights provided for in this Article inure to the benefit of the legal representatives and heirs of an Indemnified person.

ARTICLE 10. GENERAL

1. Contracts. The Board may authorize the Executive Committee, an officer, the Lead Pastor, the Executive Pastor, or agent, in addition to the Officers authorized by these Bylaws, to sign contracts or to execute and deliver instruments on behalf of the Corporation. Authority may be general or may be limited to specific situations.

2. Loans. Loans which are secured by a lien on the Church's real property may be contracted on behalf of the Corporation only if authorized in writing by a resolution of the Board of Directors. Authority may be general or confined to specific instances. Corporate funds should never be loaned to an officer or director of the Corporation.

3. Deposits. Corporate funds not otherwise employed shall be deposited from time to time to credit of the Corporation in banks, trust companies, or other depositories selected by the Board or the Treasurer.

4. Finances. This Corporation is neither intended as, nor shall it operate as, a profit-making organization, nor is it founded with the expectation of making a profit. This Corporation shall use its funds only for purposes specified in the Articles and these Bylaws.

5. Fiscal Year. The Corporation's fiscal year is the calendar year, unless otherwise specified.

6. Bonding. Persons entrusted with the handling of Corporation funds should ordinarily be qualified to receive, and may be covered by, a suitable fidelity bond at Corporate expense.

7. Corporate Seal. The Board may, but is not required to, provide a corporate seal.

8. Inspection and Copying. Directors and officers may inspect and receive copies of the books and records of the Corporation only for a proper purpose (i.e., one not contrary to the best interest of the Corporation and its Covenant Members) by submitting a written request to the Board. Covenant Members are not authorized to review books and records. They may receive financial statements upon reasonable request.

8.1. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990, if any. The Corporation should use reasonable efforts to maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

8.2. A person entitled by law to inspect the Corporation's books and records may do so at a reasonable time as required by Internal Revenue Regulations, if any, after the Corporation's receipt of a proper written request.

8.3. The Board of Directors may establish reasonable fees for copying the Corporation's books

and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

ARTICLE 11. DISSOLUTION

1. **Vote.** The Corporation may be dissolved by vote of the Directors as a Special Topic.
2. **Distribution.** If the Corporation is dissolved, then its property shall be distributed only for charitable purposes according to the Articles as determined by the Board in accordance with the Code and as provided in the Articles, if any.

ARTICLE 12. GOVERNING LAW, NON--LIABILITY, OTHER POLICIES & EMPLOYEES

1. **Arizona Law.** These Bylaws and the governance of the Corporation shall conform to the Arizona Nonprofit Corporation Act, as amended and superseded, to federal law governing nonprofit corporations.
2. **Non--Liability.** Covenant Members are not partners for any purpose. No Covenant Member, Director, officer, agent, employee or volunteer ("Person") is liable for the acts or failure to act of any other Person. Nor shall any Person be liable for acts or failure to act under these Bylaws, excepting only acts or omissions arising out of willful misfeasance. An action taken by this Corporation shall not create personal legal liability on these Persons.
3. **Other Policies.** A Conflict of Interest, Record Retention and Whistle--Blower's policies as recommended by the Internal Revenue Service should be considered for adoption by the Board.
4. **Employees.** The Corporation may employ persons as the Board deems necessary, and fix the title, salary and other considerations of employment. All employees report to the Lead Pastor. Unless otherwise specifically provided in writing, all employment is "at will," and is administered in accordance with the laws of the State of Arizona. The only benefits to be granted employees are those defined by written policy adopted by the Board.
5. **Ordination.** The Board and the Lead Pastor may adopt policies and procedures for ordaining, regulating and revoking ordination from time to time.
6. **Incorporation by Reference.** These "Exhibits" are incorporated by reference as a material part of these Bylaws.

Exhibit A: Statement of Faith

Exhibit B: Mandatory Mediation/Arbitration

CERTIFICATION OF ADOPTION OF RESTATED BYLAWS

The undersigned hereby certifies that:

- (i) The undersigned is the duly elected Secretary of the Corporation;
- (ii) These are the Restated Bylaws of the Corporation which were adopted by the vote of the Board of Directors of the Corporation; and
- (iii) These Restated Bylaws became effective on November 1, 2022, (the "Effective Date") after being adopted at the Board meeting held on October __, 2022.

IN WITNESS WHEREOF, I signed my name to be legally binding as of the Effective Date.



Secretary

EXHIBIT A
Statement of Faith

The following statements are fundamental to the doctrine of Bethany Bible Church and are intended to govern both our faith and practice:

1. We believe in the Scriptures of the Old and New Testaments as being verbally inspired and completely inerrant in the original writings and of supreme and final authority in faith and life (Matthew 5:17-18; Luke 24:27, 44; John 10:35; 2 Timothy 3:16; 2 Peter 1:21).

2. We believe in one God, eternally existing in three persons: Father, Son, and Holy Spirit (Matthew 28:18-19; Mark 12:29; John 6:27; Acts 5:3-4; Hebrews 1:8; 2 Corinthians 13:14).

3. We believe that Jesus Christ was begotten of the Holy Spirit and born of the Virgin Mary, and is true God and true man (Matthew 1:16, 20-25; Luke 2:40, 52; Luke 7:48; John 11:35; Philippians 2:5-8).

4. We believe that man was created in the image of God; that he sinned and thereby incurred not only physical death but also that spiritual death which is separation from God; and that all human beings are born with a sinful nature and in the case of those who reach moral responsibility, become sinners in thought, word and deed (Genesis 1:26; Genesis 2:17; Genesis 6:5; Psalm 14:1-3; Psalm 51:5; Romans 3:10-19; Romans 8:6-7; Ephesians 2:1-3).

5. We believe that the Lord Jesus Christ died for our sins according to the Scriptures as a representative and substitutionary sacrifice, and that all who believe in Him are justified on the ground of His shed blood (John 1:29; John 3:16; Romans 3:25-26; 2 Corinthians 5:21).

6. We believe in the resurrection of the crucified body of our Lord, in His ascension into Heaven, and His present life for us as High Priest and Advocate (John 20:20; Acts 1:9-11; Hebrews 7:25; 1 John 2:1).

7. We believe in "that blessed hope," the personal and imminent return of our Lord and Savior, Jesus Christ (John 14:1-3; 1 Corinthians 15:51-57; 1 Thessalonians 4:13-18; Revelation 20:4-6).

8. We believe that all who receive by faith the Lord Jesus Christ are born of the Holy Spirit and thereby become children of God, a relationship in which they are eternally secure (John 1:12; John 10:28-30; Acts 16:31; Romans 8:28-39; Titus 3:5; Jude 24).

9. We believe in the bodily resurrection of the just and of the unjust; the everlasting blessedness of the saved, and the everlasting conscious punishment of the lost (Luke 16:19-26; John 5:25-29; 2 Thessalonians 1:7-9; Revelation 20:11-15).

10. We believe that Biblical marriage consists solely of a monogamous, heterosexual covenant between one man and one woman. It should reflect the biblical model of Christ's relationship with his church and is the only legitimate context for a sexual relationship (Gen. 2:18-24; Ex. 20:14, 17; Mt. 19:3-6; 1 Co. 7:10-11, Eph. 5:31-32).

EXHIBIT B
Mandatory Mediation/Arbitration

Voluntary Venue for Resolving Disputes.

The Bible commands us to make every effort to live at peace and to resolve disputes with each other in private and within the Church (*see* Matthew 18:15--20; I Corinthians 6:1--8). As guided by our interpretation of the Scriptures, it is the official policy of our Church to encourage avoidance of participation in the civil litigation system for the resolution of all "Disputes", including, but not limited to, resolution of all claims, demands, controversies and differences arising out of participation in religious activities, interpretation, or enforcement of the Bylaws, Articles, and policies of the Corporation, including, but not limited to, employment, contracts and personal injury matters to the extent permitted by law or by other documents created pursuant to the implementation of this policy by or between all those who participate in religious activities, including, but not limited to, Covenant Members, officers, directors, elders, deacons, employees, agents, volunteers, guests, invitees, and the Corporation ("Person").

All Disputes between Persons involving the Church as a body of believers or involving the Corporation may be settled by biblically--based mediation, and if necessary, legally binding Arbitration in accordance with the "Rules" of Procedure for The Christian Conciliation Service®, a division of Relational Wisdom 360 (complete text of rules available at www.RW360.org).

To the extent permitted by law, the Church requires all those defined as a "Person":

- (i) waive the right to file a lawsuit in civil court against the Corporation, or its officers, directors, or employees, except as necessary to enforce an Arbitration decision;
- (ii) resolve all Disputes between those defined as the Persons exclusively in accordance with these Mediation and Arbitration provisions; and,
- (iii) agree that the sole forum for resolution of Disputes will be in the County where the principal place of business of the Corporation is located and applying Arizona law.

Steps

1. In the case of a controversy or claim ("Dispute") arising out of or relating to the Bylaws, the Parties agree to an informal meeting in Phoenix, AZ at a mutually agreeable time and place within 10 Business Days after either party sends a written demand to the other to negotiate in good faith to attempt to resolve the Dispute.

2. If the informal meeting fails to resolve the Dispute, then, as a condition precedent to the filing of an arbitration claim, the parties agree to make a good faith effort to mediate the Dispute before a single mediator mutually selected by the parties within 20 days after either party sends the other party a demand for mediation including a list of 5 acceptable experienced mediators.

3. If the parties are unable to agree on a mediator within that period, then either party may file a request for conciliation assistance with RW360.org and the parties shall proceed pursuant to their procedures: <https://rw360.org/request-for-conciliation-assistance-form/> in a process of guided mediation.

4. If the Dispute is not resolved in this manner, then it shall be resolved by private arbitration in Phoenix, Arizona before a single arbitrator mutually selected by the parties within 30 days after either party sends a demand to the other party for private arbitration.

5. If the parties are unable to agree on a private arbitrator within that period, then either party may initiate a formal demand for Arbitration in accordance with the Arbitration Rules of The Christian Conciliation Service®, a division of Relational Wisdom 360 (<https://rw360.org/christian-conciliation-service/>) under its then current "Rules".

a. Hearings will be held in Phoenix, Arizona before a single Arbitrator who is a licensed attorney with at least 15 years of experience in the relevant area(s) of law.

b. The Federal Arbitration Act (Title 9 U.S. Code Section 1 et. seq) shall govern all arbitration and confirmation proceedings to the extent a matter is unresolved by the Rules.

c. A party refusing to mediate shall not prevent the other party or parties from pursuing their claim in Arbitration.

d. These alternative dispute resolution methods are the sole and exclusive remedy for resolving all Disputes involving the Bylaws; the Parties expressly waive the right to sue each other in a civil court except to enforce arbitration or a legally binding arbitration award.

e. The Arbitrator may not award punitive, special, or consequential damages.

f. An award by the Arbitrator may be entered as a judgment in a court having jurisdiction.

g. The Arbitrator shall award the prevailing party its reasonable attorney fees, costs, expert witness costs. Each party will pay its own costs of the dispute resolution process. The parties shall share the cost of the arbitration.

