

# **BYLAWS**

## **OF**

# **NEW CITY CHURCH**

A North Carolina Nonprofit Religious Corporation

## **PREAMBLE**

These Bylaws presuppose that the Holy Bible constitutes the only and all sufficient rule of faith and practice for this Church. Therefore, in all things pertaining to system and order, the New Testament, that part of God's Word which describes and defines the Christian Church and its functioning, shall be the Church's guide when its teaching is clearly apparent. These Bylaws are (only) to provide direction to the Church in other matters not specifically addressed by the New Testament and to fulfill necessary legal and business requirements.

## **ARTICLE 1**

### **LOCATION OF OFFICES**

The principal office of the corporation shall be located at such place within the State of North Carolina as the Elder Board may determine from time to time. The corporation may also maintain such other offices, whether within or without the State of North Carolina, as the Elder Board deems necessary or appropriate for the conduct of the corporation's affairs.

## **ARTICLE 2**

### **PURPOSE**

The purpose for which this organization is formed is to glorify God by forming a local congregation of the church of Christ which will carry out the great commission of the Lord Jesus Christ as revealed in the New Testament of the Word of God (Matthew 28:18-20 and Mark 16:15-16). This congregation will provide opportunity for Christian people to continue steadfastly in the apostles' teaching, fellowship, breaking of bread and prayers (Acts 2:42), and prepare them for works of service (Ephesians 4:12).

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The church has been incorporated in the State of North Carolina for legal purposes, but said incorporation shall, in no way, interfere with the spiritual organization of the local church as given in the New Testament.

## **ARTICLE 3**

### **STATEMENT OF FAITH**

The doctrinal beliefs of New City Church are set forth in its official Statement of Faith, which serves as the church's doctrinal standard. All references in these Bylaws to the Statement of Faith refer to that document, as adopted and amended by the Elder Board.

## **ARTICLE 4**

### **MEMBERSHIP**

The corporation shall have no statutory members under the North Carolina Nonprofit Corporation Act. Membership in New City Church is ecclesiastical rather than statutory in nature and shall be governed by these Bylaws. Members shall exercise only those rights and responsibilities expressly granted by these Bylaws.

#### **Section 4.1 Qualifications for Membership**

Membership at New City Church is a voluntary covenant between a believer in Jesus Christ and the local church. Through membership, believers identify with the local body, commit themselves to its mission and ministry, submit to the biblical shepherding of the Elder Board, and seek to encourage, serve, and care for one another in accordance with Scripture.

To be received into membership at New City Church, a person must:

- (a) have repented of sin and placed his or her faith in Jesus Christ alone for salvation;
- (b) have been baptized as a believer;
- (c) affirm the Statement of Faith of New City Church;
- (d) agree to abide by the Membership Covenant of New City Church; and
- (e) complete the membership process established by the Elder Board.

Members are expected to continue affirming the Statement of Faith throughout their membership at New City Church.

The Elder Board shall oversee the membership process and determine whether an applicant has satisfied the qualifications for membership.

#### **Section 4.2 Responsibilities of Members**

Members are expected to faithfully gather with the church, pursue personal holiness, preserve the unity of the church, serve according to the gifts God has entrusted to them, support the ministry of the church through prayer and faithful financial giving as they are able, willingly submit to the biblical shepherding and oversight of the Elder Board, and faithfully participate in member meetings.

Members who can no longer affirm the Church's Statement of Faith or Membership Covenant are expected to notify the Elder Board. The Elder Board shall seek to address such situations through biblical instruction, pastoral care, and, when necessary, church discipline.

### **Section 4.3 Members Meetings**

The Elder Board may call member meetings from time to time for the purpose of worship, prayer, instruction, encouragement, celebrating God's faithfulness, communicating matters concerning the life and ministry of the church, or such other purposes as the Elder Board deems appropriate. The scheduling and frequency of member meetings shall be determined by the Elder Board. Member meetings are informational and pastoral in nature and shall not constitute meetings of statutory members under the North Carolina Nonprofit Corporation Act.

### **Section 4.4 Church Discipline**

New City Church shall practice church discipline in accordance with the teaching of Scripture. The purpose of church discipline is to glorify God, restore the sinning believer, protect the purity and unity of the church, and preserve the witness of the church.

The Elder Board shall oversee the process of church discipline and seek restoration through biblical instruction, loving correction, repentance, and reconciliation. Members understand that matters relating to church discipline may be communicated to others within the church when the Elder Board determines such communication is biblically appropriate. The Elder Board may also report criminal conduct or credible threats of harm to the appropriate civil authorities when required by law or deemed necessary for the protection of others.

If restoration is not achieved, the Elder Board may remove a member from membership in accordance with these Bylaws.

### **Section 4.5 Removal from Membership**

Membership at New City Church may be terminated in any of the following ways:

- (a) by death;
- (b) by voluntary resignation;
- (c) by prolonged inactivity or abandonment of the fellowship, as determined by the Elder Board after reasonable efforts have been made to encourage the member toward renewed participation in the life of the church; or
- (d) by exclusion through the process of church discipline.

A member who is actively involved in the formal process of church discipline may not voluntarily resign membership until that process has concluded.

## **ARTICLE 5**

### **ELDER BOARD**

#### **Section 5.1 Number of Board Members**

The corporation shall have at least three and up to a maximum of nine elders. These board members shall collectively be known as the elders. If the number of members falls below three, prompt action shall be taken to new members (Article 5.3).

## **Section 5.2 Duties and Powers**

Subject to limitations of the Articles of Incorporation and these Bylaws and of pertinent restrictions of the Corporations Code of the State of North Carolina, all the activities and affairs of the corporation shall be exercised by or under the direction of the Elder Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Elder Board shall have the following duties and powers in addition to the other duties and powers enumerated in these Bylaws:

- a. To select and remove all the officers, agents and employees of the corporation, prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service. The Board may delegate the selection and removal of employees to the Lead Pastor or his delegate.
- b. To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation, and generally to conduct, manage and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- c. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- d. To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage without jeopardizing the nonprofit status of the corporation.
- e. To be the spiritual leaders of the congregation, including the resolution of any disputes.
- f. To meet with and counsel members of the congregation, as appropriate.
- g. To select one of the members of the Board to serve as Chairman of the Board.
- h. To appoint committees to assist the Board.

**Section 5.3 Members of the Board** The Board shall be composed of the Lead Pastor and the Elders, except when there are less than two Elders in which case the Lead Pastor shall appoint one or more individuals to serve as members of the Board until such time as there are two or more Elders.

## **Section 5.4 Selection**

New Elders shall be selected by the current Elders at a regular meeting of the Board. Potential Elders will be interviewed by the current Board to determine whether their qualifications meet those specified in Section 5.5 below and brought before the congregation for review. New Elders will be chosen only by a unanimous vote of the current Board members.

## **Section 5.5 Qualifications**

The qualifications for Elders of this congregation shall be in accordance with those listed in Chapter 3 of the first book of Timothy and Chapter 1 of the book of Titus. All Elders shall:

- Have been an active participant in the life of the congregation for at least one year. Fully agree with and support the purpose, vision and values of the corporation.
- Affirm their agreement with the Statement of Faith of the corporation and behave in a manner that is consistent therewith.
- Have completed the eldership training and evaluation process as determined by the Elders.

- Have the full support of the existing members of the Board and brought before the church to receive feedback and see if there are any concerns from the church body as to the character and qualification of the elder candidate.
- Meet the qualifications as defined in First Timothy 3:2-7 and Titus 1:6-9 in the Bible. These qualifications are summarized as follows:
  - *Above reproach* – Elders must lead by example and demonstrate a lifestyle free of patterns of sin.
  - *Husband of one wife* - if married, must be a devoted spouse.
  - *Temperate* -Elders must be self-controlled, enslaved to nothing, free from excesses.
  - *Prudent* – Elders must be sober, sensible, wise, balanced in judgment, not given to quick, superficial decisions based on immature thinking.
  - *Respectable* – Elders must demonstrate a well-ordered life and honorable behavior.
  - *Hospitable* - Elders must be unselfish with their personal resources. They must be willing to share blessing with others.
  - *Able to Teach* – Elders must be able to communicate truth and sound doctrine in a non-argumentative way. To teach means to control the material and relate it effectively. It applies to lifestyle, as well as verbal communication.
  - *Not addicted to wine* - Elders must be free from addictions and willing to limit their liberty for the sake of others.
  - *Not pugnacious or quick tempered* - Elders must be gentle, patient and approachable, with the ability to handle difficult situations with a steady spirit. Leaders must be able to handle their own anger honestly and maturely.
  - *Uncontentious* - Elders must not be given to quarreling or selfish arguing.
  - *Free from the love of money* - Elders must not be stingy, greedy, out for sordid gain, or preoccupied with amassing material things.
  - *Manage own household* - Elders must have a well-ordered household and a healthy family life. Management ability at home will predict excellence in church management.
  - *Not a new convert* - Elders must not be new believers. They must have been Christians long enough to demonstrate the reality of their conversion and depth of their spiritual maturity.
  - *Good reputation with outsiders* -Elders must be well respected by unbelievers and free from hypocrisy.
  - *Not self-willed* -Elders must not be stubborn, prone to force opinions on others or abuse authority. They must be servants.
  - *Loving what is good* -Elders must desire the will of God in every decision. Their choices must reflect a heart that loves God and people.
  - *Just* -Elders must desire to be fair and impartial. Their judgments must be based on Scriptural principle and Godly thinking.
  - *Devout* -Elders must be devoted Christ-followers seeking to be conformed to His likeness. They must be committed to prayer, worship, study of Scripture, leading in personal ministry, and guarding their own relationship with God.

- *Holding fast to the faithful Word* -Elders must be stable and well versed in the faith, obedient to the Bible, continually seeking to be controlled by the Holy Spirit.

### **Section 5.6 Term of Office**

An Elder shall serve until he elects to resign that role or until he is removed per section 5.7.

### **Section 5.7 Removal of Elders**

The Elder Board may remove an Elder from his position under the following conditions:

- a. The Elder misses five (5) or more board meetings in a calendar year.
- b. The Elder becomes physically incapacitated.
- c. The Elder becomes spiritually unqualified including, but not limited to, immoral behavior.
- d. The Elder is found to have engaged in activities that are directly contrary to the interests of the organization.

Before any such removal occurs, the Elder shall be advised of the allegation and the basis for the allegation and shall be given an opportunity to present any contrary evidence or explanation to the Board. Removal must be approved by a three-quarters vote of all other members of the Board (whether present or not), excluding the Elder being removed.

### **Section 5.8 Rights of Inspection**

Every member of the Elder Board shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to that person's interest as a Board Member.

### **Section 5.9 Meetings of the Elder Board**

Meetings shall be conducted by the Chairman of the Board as needed and determined by the Chairman of the Board.

- a. Regular meetings of the Board shall take place at least once each calendar quarter.
- b. Annual meetings of the Board shall be held in the fourth quarter of the calendar year to appoint officers of the corporation for the following calendar year and to conduct any necessary business of the corporation.
- c. The Chairman of the Board shall determine and provide notice as to the location of each meeting.
- d. A simple majority of the members of the Board shall constitute a quorum.

### **Section 5.10 Liability and Insurance**

Members of the Board and Directors of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Except as may be otherwise provided under provisions of law, the Elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE 6**

### **OFFICERS OF THE CORPORATION**

#### **Section 6.1 President of the Corporation**

The Lead Pastor is hereby designated as the President of the Corporation and the Chairman of the Elders.

The President shall call and preside over board meetings. The President works with the board, staff and congregation to further the organization's mission and ensure board resolutions are carried out. The President is responsible for ensuring that the Elders and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; and are accountable for their performance.

## **Section 6.2 Secretary of the Corporation**

The Secretary shall be appointed by the Board.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of North Carolina the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board

## **Section 6.3 Treasurer**

The Treasurer shall be appointed by the Board.

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Board Member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with depositories designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Board (Lead Pastor), whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Treasurer (or his or her delegate) shall be responsible for the counting and depositing of contributions, making payment of salaries and other expenditures, maintaining financial records, issuing financial reports, and filing tax returns and other information required by the state and federal government.

#### **Section 6.4 Removal from Office**

Any officer may be removed, either with or without cause, by the Elders at any time by a simple majority vote. Any officer may resign at any time by giving written notice to the Elders or to the President of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Elders relating to the employment of any officer of the corporation.

#### **Section 6.5 Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Elders in accordance with these Bylaws.

### **ARTICLE 7**

#### **ORDINATION**

##### **Section 7.1 Ordination or Commission**

The Board may ordain or commission into Christian ministry anyone qualified and accepted for ministry in accordance with the books of Titus and First Timothy, and any additional policies for ordination as may be adopted by the Board.

##### **Section 7.2 Ministry Leaders**

The Board may appoint, license, commission, and ordain Ministry Leaders in accordance with First Timothy 3:8-13 who function as servants of the church and assistants to the Pastor or the Board.

### **ARTICLE 8**

#### **INDEMNIFICATION**

##### **Section 8.1 Indemnification**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, to the fullest extent permitted under the laws of North Carolina, as it may be amended from time to time.

##### **Section 8.2 Definition of Agent**

For the purposes of this Article, "Agent" means any person who is or was a Director, Officer, or Employee or other agent of this corporation, or is or was serving at the request of the corporation as a Director, Officer, Employee, or Agent of another foreign or domestic association, corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, Employee, or Agent of a foreign or domestic organization which was a predecessor organization.

### **ARTICLE 9**

#### **LEAD PASTOR**

##### **Section 9.1 Responsibilities**

The Lead Pastor is responsible for all activities of the organization, subject to any limitations adopted by the Board under Section 5.2. The Lead Pastor shall delegate responsibility and authority to staff members as he deems appropriate.

##### **Section 9.2 Qualifications**

The qualifications for the Lead Pastor shall include those listed in Chapter 3 of the first book of Timothy and Chapter 1 of the book of Titus. The Lead Pastor shall affirm his agreement with the Statement of Faith of the corporation and shall conduct himself in a manner that is consistent therewith. Any other qualifications shall be determined by the Elder board.

### **Section 9.3 Selection**

The Elder board shall nominate a candidate for the position of Lead Pastor and he shall be affirmed by the Elder board at a meeting, duly called and held for that purpose. To be affirmed by the Elders, the nominee must receive a unanimous vote from the members of the Elders.

### **Section 9.4 Removal from Office**

The Elder board may remove the Lead Pastor from his position under the following conditions:

- The Lead Pastor becomes physically incapacitated.
- The Lead Pastor becomes spiritually unqualified including, but not limited to, immoral behavior.
- The Lead Pastor is found to have engaged in activities that are directly contrary to the interests of the organization.

Before any such removal occurs, the Lead Pastor shall be advised of the allegation and the basis for the allegation and shall be given an opportunity to present any contrary evidence or explanation to the Board at a meeting of the Board. Removal must be approved by a three-quarters vote of all members of the Board (whether present or not), excluding the Lead Pastor.

## **ARTICLE 10**

### **PASTORAL STAFF**

#### **Section 10.1 Responsibilities**

The responsibilities of each Pastor shall be defined by the Lead Pastor and shall be given to each Pastor in writing.

#### **Section 10.2 Qualifications**

The qualifications for a Pastor shall include those listed in Chapter 3 of the first book of Timothy and Chapter 1 of the book of Titus. Pastors shall affirm their agreement with the Statement of Faith of the corporation and shall conduct themselves in a manner that is consistent therewith. Any other qualifications shall be determined by the Lead Pastor.

#### **Section 10.3 Selection**

The Lead Pastor shall select all Pastors, after consultation with the Elder Board.

#### **Section 10.4 Removal from Office**

The Lead Pastor may immediately suspend a Pastor without Board review and later remove them from office, after consultation with the Elder Board.

# **ARTICLE 11**

## **NON PASTORAL STAFF**

### **Section 11.1 Responsibilities**

The responsibilities of each non-pastoral staff member shall be defined by the Lead Pastor (or his delegate) and shall be given to each staff member in writing.

### **Section 11.2 Qualifications**

The qualifications of each non-pastoral staff position shall be determined by the Lead Pastor (or his delegate). All staff members shall affirm their agreement with the Statement of Faith of the corporation and shall conduct themselves in a manner that is consistent with the Statement of Faith.

### **Section 11.3 Selection**

The Lead Pastor (or his delegate) shall select all non-pastoral members of the staff.

### **Section 11.4 Removal from Staff**

The Lead Pastor (or his delegate) may remove a non-pastoral staff member without consultation with the Elder Board.

# **ARTICLE 12**

## **RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS**

### **Section 12.1 Receipt of Funds**

The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

### **Section 12.2 Investment of Funds**

The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

### **Section 12.3 Disbursement of Funds**

No disbursement of corporation money shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Board. However, the Board shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement said appropriations.

### **Section 12.4 Instruments in Writing**

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

### **Section 12.5 Purchase or sale of real property**

The church may buy, sell, or lease any real property, land or building only with the expressed approval of the Elder Board. The Elder Board may designate a pastor, staff member or other designee to handle the transaction to buy, sell or lease real property or buildings on behalf of the church.

## **ARTICLE 13**

### **CORPORATE RECORDS AND REPORTS**

#### **Section 13.1 Records**

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of North Carolina, as fixed by the Board from time to time.

#### **Section 13.2 Inspection of Books and Records**

The books of account, and minutes of the Board, shall be open to inspection upon the written demand of any member of the Board at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a Board member.

Every Board Member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

## **ARTICLE 14**

### **IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

#### **Section 14.1 Limitations On Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Section 14.2 Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **ARTICLE 15**

### **CONFLICT OF INTEREST POLICY**

#### **Section 15.1 General Policy**

All conflicts of interest and even the appearance of conflict of interest must be avoided by all members of the Elder board, employees, consultants and those who provide services or furnish goods to the organization. If any possible conflict of interest arises, it is the duty of the party involved to immediately declare such conflict of interest to the Elders.

After disclosure of the potential conflict and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

After exercising due diligence, the Elder board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Elder board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **Section 15.2 Staff Conflict of Interest**

Any Elder who is also on staff or directly related to a staff member shall exclude himself from any discussions involving their own employment or compensation or that of their relative. Relatives, for purposes of this section, shall include spouses, brothers, brothers-in-law, sisters, sisters-in-law, sons, daughters, parents, parents-in-law, and grandparents.

#### **Section 15.3 Limitation on Political Activity**

The Elder Board shall not actively participate in their capacity as a Board Member in the political candidacy of any person.

## **ARTICLE 16**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended at any meeting of the Elders, if each of the following has been satisfied:

- The agenda for the meeting listed Amendment of the Bylaws as a topic of the meeting.
- The text of the proposed amendments was given to each of the Board members in writing at least ten days prior to the meeting.

Any change in Bylaws must receive a positive vote by two-thirds of the Board members, and shall take immediate effect.

## **ARTICLE 17**

### **DISTRIBUTION UPON DISSOLUTION**

#### **Section 17.1 Dissolution**

The corporation may be dissolved only upon the unanimous recommendation of the Elder Board.

#### **Section 17.2 Distribution of Assets**

Upon the dissolution of this corporation, its assets shall be distributed in accordance with applicable law to one or more organizations organized and operated exclusively for religious, charitable, or other purposes that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as determined by the Elder Board.

## **ARTICLE 18**

## **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the Secretary of State and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.