

BYLAWS

of

FREEDOM IN CHRIST CHURCH OF SCHUYLKILL COUNTY
(A Pennsylvania Nonstock, Nonmember, Nonprofit Corporation)

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SECTION 1

NAME AND PURPOSE

Section 1.01 Name

The name of the corporation is “Freedom In Christ Church Of Schuylkill County.”

Section 1.02 Purpose; Statement of Faith

The corporation is organized exclusively for charitable, religious and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation’s primary purpose is bible teaching and preaching ministry.

The corporation shall have a mission statement that is as follows: “We are a community-based church living by the power of the Holy Spirit, the three dimensional life of Jesus Christ. Consisting of UP (with Father God), IN (with brothers and sisters), and OUT (with a hurting World).”

The corporation is a faith based entity, and the following statement sets forth the basis of faith upon which the corporation is founded, conjointly with the Bible:

- We believe the Bible to be inspired and authoritative Word of God. (II Timothy 3:16, 17)
- We believe in the triune Godhead as eternally existent in three persons: Father, Son, and Holy Spirit. (II Corinthians 13:14)
- We believe in the deity of Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious death and Atonement through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His present priestly ministry. (I Timothy 3:16; Romans 3:25, 26)
- We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is absolutely essential. It is accomplished by grace alone, through faith alone, in Christ alone. (Hebrews 9:22; Jude 24,25)

- We believe in the Baptism of the Holy Spirit as on the day of Pentecost and in the continuing ministry of the Holy Spirit as evidenced in charismatic gifts and ministries, and in the fruit of the Holy Spirit in the life of the believer. (Romans 12:6-8; I Corinthians 12:8-10, 28; Galatians 5:22, 23)
- We believe in sanctification through the Word of God and by the Holy Spirit, and we believe in personal holiness, purity of heart and life. (Rom. 12:1-2, Heb. 4:12, 2 Tim. 3:16)
- We believe in divine healing through faith in the Name of Jesus Christ, and we believe that healing is included in the Redemption. (Is 53:5, 1 Peter 2:24, 1 Cor. 12:9-10)
- We believe in water baptism as a public confession of our faith in Jesus Christ. An outward sign of an inward change. (Acts 2:41, Acts 10:47, Matt. 3:13-17)
- We believe in the Baptism of the Holy Spirit as distinct from the New Birth, in speaking with tongues as the Spirit of God gives utterance (Acts 2:4), in the gifts of the Spirit, and in the evidence of the fruit of the Spirit. We believe that all of these are available to believers today.
- We believe in Christ's physical and personal return in power and great glory and in His present and everlasting dominion. (Acts 1:11; Thessalonians 4:16)
- We believe in the resurrection of both the saved and the lost: the saved unto resurrection of eternal life and the lost unto the resurrection of punishment in hell. (Rev 20:11-15)
- We believe in sexual purity as defined in the Bible, which requires abstinence from adultery, fornication, incest, homosexuality, or other sexual relationships or practices forbidden by scripture. (Hebrews 13:4; I Corinthians 6:18; Lev 18:1-30)
- We believe that marriage is the uniting of one man and one woman in covenant, committed for a lifetime and is a sacred institution established by God. (Matthew 19:4-6)
- We believe that the church is called to go into all the earth with the gospel of Jesus Christ. (Mark 16:15-16; Acts 1:8)

Section 1.03 Core Values

The corporation holds the following core values to be practical applications of the Statement of Faith found in Section 1.02.

Him- Our Father God

We value the presence of God, therefore we are worshippers. We believe that He inhabits the praises of His people, so we will praise Him. We believe that worship is much more than music; worship is our way of life. (Ps 22:3, Rom 12:1)

We value the Word of God. We will read it, study it, preach it and most importantly, live our lives according to what The Bible says. (2 Timothy 3:16-17, Heb. 4:12)

We value prayer. We will pray with each other and for each other. We will pray for anyone who needs a touch from God. Not only is it our privilege to speak to our Father, but we will listen for Him as He speaks to us. We value the Voice of our Father. (Philippians 4:6-7, John 10:27)

We value Our Father and the relationship that He desires to have with us as His beloved sons and daughters. We find our identity in the covenant relationship that He has initiated with us. We believe that the more we identify with Him as our Father, the greater will be our freedom to responsibly represent His family well. (Rom. 8:15, Matt. 6:9-15)

We value our salvation through Jesus. Every person needs to be rescued from hell and destined for heaven. Jesus came and paid for the sin of all who will believe in Him, through His death burial and resurrection. We want everyone to know that important truth. (John 3:16, Rom 1:16)

We value the power and work of His Holy Spirit in our daily lives. We believe that He is at work with signs and wonders in the earth today. He graciously lives inside us and allows us the privilege of carrying His presence, healing and mercy to a dying world. (Acts 2:38-39, Rom. 8:10-11)

Us- His Church

We value the church. We count it a privilege to be an active member of The Body of Christ. We know that each part of the body is important, necessary and valuable. No one part or member is better than any other. We want to build healthy relationships with each other, so that we can more effectively serve the Father and His family. (1 Cor. 12, Eph. 3:10)

We value all generations from the pre-born to the elderly. People are made in the image of God, regardless of their age. The family of God includes all ages, the message of the gospel is for every generation and so we want to include all ages in our worship, our fellowship and our outreach efforts. Each generation is called to train and mentor the generation behind them. (Psalm 145:4-6, 2 Tim. 2:1-2)

We believe that the words we use are powerful and important. Proverbs 18:21 says death and life are in the power of the tongue, therefore we will speak to each other with honor and respect. We will not be a church that gossips or is easily offended. We will speak directly to each other when questions or conflicts arise. We will seek to be at peace extending grace and honor toward one another. Matt. 18:15-20, Ephesians 4:15-16

You (especially if you are new to us...)

We value all people because they are made in the image of God. We believe that everyone needs to hear the truth about themselves and about the God revealed in scripture. If you love someone you tell them the truth. The truth is, we are all sinners. The truth is, Jesus died for all sinners and if you will believe in Him, He will save you from that sin and eternal punishment. John 3:16

We value the opportunity we have been given to minister to you. We want you to know that not only does God love you, but we do too. We believe that our paths have crossed for a reason, and that is, for us to bring the hope of the good news of Jesus Christ to you. Every person needs to be free. We believe that true freedom and identity is only found in a relationship with Jesus. We have found FREEDOM IN CHRIST, our hope and prayer is that you will too. Gal. 5:1

SECTION 2

OFFICES AND FISCAL YEAR

Section 2.01 Registered Office

The registered office of the corporation in the Commonwealth of Pennsylvania shall initially be located at 2174 West Market Street, Pottsville, Pennsylvania 17901. The location of the registered office may be changed by the deacons, and a statement of such change shall be filed with the Department of State.

Section 2.02 Other Offices

The corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the deacons may from time to time designate or as the business of the corporation may require.

Section 2.03 Fiscal Year

The fiscal year of the corporation shall end on the last day of September in each year. The yearly budget for the corporation will be based on the calendar year.

SECTION 3

MEMBERS

Section 3.01 Definition

An eligible voting member of the corporation will be a qualifying natural person, male or female, of the age of majority (18). To qualify, the eligible candidate must first be born again, as described by the Bible. Additionally, he/she must agree with and abide by the Word of God, Statement of Faith, and Core Values of the corporation. He/she must be a member of good standing and must be a regular attendee for at least 3 months. A member is expected to contribute to the corporation in terms of finances, abilities, and spiritual gifts, in accordance with the means provided by God.

It is possible that an individual may hold membership in the corporation and be deemed ineligible at a later date, should the individual no longer qualify.

Section 3.02 Discipline and Removal of Members

Any issues that arise among the membership will be handled in accordance with Matthew 18:15-20. (1) The pastor(s) will approach the member concerned in the issue to attempt to come to an understanding that remains private; (2) if the initial private meeting is unsuccessful, the member in question will be approached by the pastor and the board of deacons to continue the path of private resolution; (3) if the matter is still not resolved, the issue will be presented to the body of members by the deacons and/or the involved member with the purpose of arriving at a majority resolution on the topic. Resolutions that come forth from this process will be final and binding, up to resignation or removal of the member, unless the situation is re-evaluated at a later time.

SECTION 4

PASTORS

Section 4.01 Powers

The pastoral staff will be the primary leadership of the corporation. Within the corporation, they will wield all powers granted Section 6. In addition to that, the pastors will have the authority to direct the congregation in the agreed path of the corporation.

Section 4.02 Duties

The senior pastor will ultimately establish the spiritual vision and direction of the church.

Any associate pastors will help carry out the daily requirements of caring for the church body. They may be assigned to specific ministries, as agreed upon by the senior pastor.

Section 4.03 Number and Qualifications

There will be no specified limit to the number of pastors allowed in the employ of the corporation. The depth of the pastoral staff will be determined by the size of the church body and the determined need thereof, as well as by the financial state of the corporation. The board of deacons will be charged with consulting with the pastors when considering the expansion of the staff.

The qualifications of all pastors and pastoral candidates, at a fundamental level, will be based on the Word of God, the Statement of Faith, the Core Values, and the discernment of the current leadership. First and foremost, a pastoral candidate must agree and abide by the Bible, the Statement of Faith (Section 1.02), and the Core Values (Section 1.03) to establish continuity and cohesion within the corporation. Beyond this, the qualifications will be decided by the pastoral nomination committee, the current pastors, and the current board of deacons.

Section 4.04 Election and Terms

The boards of deacons will have the responsibility and the authority to elect and ordain pastors. Pastoral candidates will be selected by a nominating committee. The individuals who are eligible to be recognized as a candidate for the available pastoral spot will be specified by a nominating committee. This nominating committee will be set forth by the current pastors and the board of deacons and will work in conjunction with the leadership of the corporation. The committee will take recommendations from the current pastoral staff, deacons, and congregation and give recommendations from within. The nominating committee is responsible for evaluating the qualifications for all potential candidates and presenting a final list of nominees to the board of deacons. After the complete list of recommendations is given to the deacons, the deacons will discuss and evaluate each candidate. The board may also present candidates to the congregation and other parties as they see fit. When the board is prepared to make a decision, the pastor will be elected by a two-thirds majority vote of the entire board of deacons.

There is no term limit for senior or assistant pastors. The procedure for resignation or removal is outlined in Section 4.05.

Section 4.05 Resignation, Removal, or Death

Any pastor may resign at any time by giving written notice to the vice-president, board of deacons, congregation, and secretary of the corporation. Such resignation shall take effect on 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.

Any pastor who is not acting in a manner that promotes the purposes of the corporation, in terms of conduct or competency, may be removed by the affirmative vote of a two-thirds majority of the deacons. The congregation may also come forward anonymously to the board of deacons to request that a pastor be evaluated for removal.

Any vacancy or vacancies of a senior or associate pastor because of death, resignation, or removal may be filled by following the election process specified in Section 4.04.

Any time a senior pastor resigns, is removed from, or otherwise vacates the office of senior pastor and president of the corporation, he/she will be required to take a six-month sabbatical, forgoing regular attendance of services, business meetings, and other gatherings of the corporation. After the six-month period has ended, the former senior pastor may either rejoin the congregation or move on to another church body. That decision will be made at the former senior pastor's discretion, along with the blessing of the current pastoral staff of the corporation.

SECTION 5

DEACONS

Section 5.01 Powers

The deacons shall be responsible for establishing a biblically based policy, approving budgets, selecting auditors for annual audits, and establishing goals for the corporation within which the President can exercise operational discretion in the pursuit of the corporation's mission, and shall have full power to conduct, manage, and direct the business and affairs of the corporation. The deacons, as the representatives of the collective church body, shall have the power to ordain. All powers of the corporation are hereby granted to and vested in the deacons.

Section 5.02 Duties

The deacons shall assist in the execution of the vision and direction set by the pastor. Collectively, they shall demonstrate the fivefold offices of Ephesians 4:11. They shall have apostolic vision, be a prophetic voice, digest and teach the word, help pastor the body, and have a heart to spread the gospel. Each deacon shall be in relationship with the body to identify the gifts in individuals, constantly assisting people to find ways to use those gifts.

The board of deacons and pastors shall appoint one of their own, to position of Elder. The Elder will oversee the board of deacons and be the spokesperson representing the board. He will be a liaison between the deacons and pastors.

The board of deacons will be responsible for interviewing and hiring pastoral candidates, along with the responsibility of ordination. The deacons are also responsible for approving all corporate personnel hiring. Pastoral candidates will go through a nominating committee like deacons, as specified in Section 4.04.

Section 5.03 Number and Qualifications

The deacons shall be made up of no less than three and no more than nine natural persons, male or female, of the age of majority (18), who need not be residents of Pennsylvania. There should always be an odd number of deacons. All members of the deacons shall be persons who support the statement of faith set forth above. Deacons, elders, and overseers shall meet the criteria as detailed in 1 Timothy 3.

Section 5.04 Election and Terms

Deacons shall be elected for a term of two (2) years commencing on the first day of the year immediately following the meeting at which they are elected and, except in the event of death, resignation, or removal, continuing until their terms expire and their replacements have been elected and qualified according to Sections 5.02 and 5.03 or he/she is re-elected according to Section 5.05.

The members that are eligible to be recognized as a candidate for deaconship will be specified by a nominating committee before the annual election meeting is held. This nominating

committee will be set forth by the pastors and the existing board of deacons and will work in conjunction with the leadership of the corporation. The committee will take recommendations from the congregation and give recommendations from within. The nominating committee is responsible for evaluating the qualifications for all potential candidates and presenting a final list of nominees at the annual meeting. Members of the congregation must recommend a candidate or file any input about potential candidates with the nominating committee before the annual election meeting is held. No input will be taken at the meeting. Nominees will be elected by a two-thirds majority vote of the active members present at the annual election meeting, by way of secret ballot.

Section 5.05 Re-Election

A deacon may be elected to additional terms. There will be no limit to the number of consecutive terms a deacon may serve. However, if a deacon finishes a term and desires to continue to serve, he/she will be re-evaluated by the nominating committee. If the committee finds that the deacon still qualifies and is fit to serve, the incumbent deacon will automatically be made a nominee at the annual election meeting that marks the end of the deacon's term.

The elder is held to the same term length and re-election process as the deacons, since the elder will be a deacon. An elder must be re-elected or replaced by a two-thirds majority vote among the deacons after a two (2) year term is served. It is possible for a succeeded elder to remain a deacon.

Section 5.06 Resignation, Removal, Death

Any deacon may resign at any time by giving written notice to the president or the secretary of the corporation. Such resignation shall take effect on 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.

Any deacon who is not acting in a manner that promotes the purposes of the corporation, in terms of conduct or competency, may be removed by the affirmative vote of a two-thirds majority of the deacons. The congregation may also come forward anonymously to the board of deacons to request that a member of the board be evaluated for removal.

Any vacancy or vacancies in the deacons because of death, resignation, or removal may be filled by a two-thirds majority vote of the remaining members of the deacons (though it may be less than a quorum) at any regular or special meeting.

Section 5.07 Place of Meeting

The board of deacons may hold its meetings at the principal office of the corporation or at such place or places within or without Pennsylvania as the deacons may from time to time appoint or as may be designated in the notice calling the meeting.

Section 5.08 Annual Meeting

The annual meeting of the deacons shall be held in January of each year on such date and at such time as the board may fix. At such meeting, the board shall transact such business as may properly be brought before the meeting. This meeting will also serve as the annual election meeting to elect or re-elect members to the board of deacons. This meeting shall always be open to the congregation. Business that is proper to present to the body will be brought forth at this meeting. These items will include, though not exclusively:

1. Annual summary of church business and production
2. Budget ratification for the coming year
3. Major endeavors of the corporation (past, present, or future) in the form of updates or proposals

Section 5.09 Regular Meetings

Regular meetings of the deacons shall be held not less frequently than once each month at such times and places as shall be designated by the board. If the date fixed for any such regular meeting is a legal holiday, then the same shall be held on the next succeeding day, or at such other time as may be determined by resolution of the deacons. At any such meeting, the deacons shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given. Most regular meetings will be closed to the congregation. However, open meetings of the deacons will be held biannually to address input, evaluations, or proposals from the congregation.

Section 5.10 Special Meetings

Special meetings of the deacons shall be held whenever called by the president or by two or more of the deacons. Notice of each such meeting shall be given to each deacon by telephone or in writing at least five days before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. The business to be transacted at any special meeting of the board must be specified in the notice of the meeting.

Section 5.11 Quorum, Manner of Acting, and Adjournment

No less than a majority of the deacons in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the deacons present and voting at a meeting at which a quorum is present shall be the acts of the deacons. In the absence of a quorum, a majority of the deacons present may adjourn the meeting from time to time until a quorum is present, and no notice of any adjourned meeting need be given, other than by announcement at the meeting. The deacons shall act only as a board and the individual deacons shall have no power as such; provided, however, that any action which may be taken at a meeting of the board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the deacons in office is filed with the secretary of the corporation.

SECTION 6

OFFICERS AND COMMITTEES

Section 6.01 Number, Qualifications, and Designation

The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this section and section 6.04 of this article. One person may hold more than one office. All officers may, but need not, be deacons of the corporation. All officers shall be natural persons of the age of majority (18), except that the treasurer may be either a corporation or a natural person of the age of majority (18).

Section 6.02 Election and Term of Office

The officers of the corporation, except those appointed by delegated authority pursuant to section 6.04 of this article, shall be elected annually by the deacons at the annual election meeting, and each such officer shall hold office until the next annual election meeting of deacons and until a successor shall have been duly chosen and qualified or until his or her earlier death, resignation, or removal. The election will exclude the office of president and vice-president. The office of president will always be held by the senior pastor of the corporation. Similarly, the office of vice-president will always be held by the associate pastor, if applicable. Should there be more than one (1) associate pastor, the deacons will select an associate pastor to be the vice-president, as they deem appropriate.

Section 6.03 Re-Election

Any officer may serve for as many consecutive terms as the officer is elected.

Section 6.04 Committees, Subordinate Officers, and Agents

The deacons may from time to time appoint such other officers, and appoint such committees, employees, or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the deacons may from time to time determine. The deacons may delegate to any officer or committee the power to appoint subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees, or other agents.

Section 6.05 Resignations

Any officer or agent may resign at any time by giving written notice to the deacons or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.06 Removal

Any officer, committee, employee, or other agent of the corporation may be removed, either with or without cause, by the deacons or other authority which elected or appointed such officer, committee, or other agent. Election or appointment of an officer or employee or other agent shall not of itself create contract rights.

Section 6.07 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the deacons or by the officer or committee to which the power to fill such office has been delegated pursuant to section 6.04 of this article, as the case may be, and, if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 6.08 General Powers

All officers of the corporation as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation as may be provided by or pursuant to resolutions or orders of the deacons, or, in the absence of controlling provisions in the resolutions or orders of the deacons, as may be determined by or pursuant to these bylaws.

Section 6.09 The President

The senior pastor will be the president of the corporation. The president shall be the chief operating officer and shall supervise the operation of the business of the corporation. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts, or other instruments authorized by the deacons, except in cases where the signing and execution thereof shall be expressly delegated by the deacons or by these bylaws to some other officer or agent of the corporation, and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the deacons. The president may be bonded for such terms and amounts as shall be determined by the deacons.

Section 6.10 The Vice President

The associate pastor will be the vice-president of the corporation. If there are multiple associate pastors, the deacons may appoint a vice president from among them. The vice president shall have such powers and duties as may be assigned by the deacons. The vice president shall be designated by the deacons, in the absence of the president, to perform all the duties of the president.

Section 6.11 The Secretary

The secretary shall attend all meetings of the deacons and shall record all the votes of the deacons and the minutes of the meetings of the deacons in a book or digital file to be kept for that purpose, shall see that notices are given and records and reports properly kept and filed by the corporation as required by law, and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the deacons or the

president. The committee heads will be responsible for submitting meeting minutes and/or summaries to the Secretary to be kept on record.

Section 6.12 The Treasurer

The treasurer shall have or provide for the custody of the funds or other property of the corporation, shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation, shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the deacons may from time to time designate, shall, whenever so required by the deacons, render an account showing all transactions as treasurer and the financial condition of the corporation, and, in general, shall discharge such other duties as may from time to time be assigned by the deacons or the president. The treasurer may be bonded for such terms and amounts as shall be determined by the deacons.

SECTION 7

NOTICE

Section 7.01 Written Notice

Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, by facsimile transmission, or by electronic mail (email), to such person's address (or to such person's facsimile number) appearing on the books of the corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to such person, or, in the case of facsimile transmission, when dispatched. A notice of a meeting shall specify the place, day, and hour of the meeting and such other information as may be required by the articles, these bylaws, or the Nonprofit Corporation Law of 1988.

Section 7.02 Waiver of Notice

Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person, either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 8

LIABILITY AND INDEMNIFICATION

Section 8.01 Deacon's Personal Liability

Any deacon of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless (i) the deacon has breached or failed to perform the duties of his or her office and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 8.02 Indemnification

Any deacon, officer, employee, or agent of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, or investigative, and whether brought by or in the right of the corporation or by a third party, by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another entity, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and necessarily incurred by such deacon, officer, employee, or agent in connection with such action, suit, or proceeding, unless it is determined by a court that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or recklessness.

SECTION 9

CONFLICT OF INTEREST POLICY

Section 9.01 Purpose

The purpose of this conflict of interest policy is to protect the interest of the corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or deacon of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.02 Definitions

For purposes of this conflict of interest policy, any deacon, officer, or member of a committee with board delegated powers who has a direct or indirect financial interest as defined in the following paragraph shall be deemed to be an "interested person."

A person shall be deemed to have a "financial interest" if the person has, directly or indirectly, through business, investment, or family, (i) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement, (ii) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is

negotiating a transaction or arrangement. As used in the preceding sentence, “compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under the following section, a person who has a financial interest may have a conflict of interest only if the deacons or committee decides that a conflict of interest exists.

Section 9.03 Procedures

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the deacons and members of any committee with board delegated powers considering the proposed transaction or arrangement.

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

An interested person may make a presentation at the board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the deacons or committee shall determine whether the corporation 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 deacons or committee shall determine by a majority vote of the disinterested deacons or members whether the transaction or arrangement is in the best interest of the corporation, 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.

If the deacons or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the deacons or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.04 Records of Proceedings

The minutes of the deacons and all committees with board delegated powers shall contain (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any

action taken to determine whether a conflict of interest was present, and the board of deacon's or committee's decision as to whether a conflict of interest in fact existed, and (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.05 Compensation

A voting member of the board of deacons who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that board member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the deacons or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 10

PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its deacons, 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 its charitable, religious and educational purposes as set forth in the articles of incorporation and these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SECTION 11

DISSOLUTION

Upon the dissolution of the corporation, the Deacons shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation to such organization(s) as are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall, at the time, qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code as they shall

determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 12

MISCELLANEOUS

Section 12.01 Checks

All checks, notes, bills of exchange, or other orders in writing shall be signed by one of the following: the president, the vice-president, the secretary, the treasurer, or an individual specified by a majority vote of the deacons.

Section 12.02 Contracts

Except as otherwise provided in these bylaws, the deacons may authorize any officer or officers, or agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 12.03 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the deacons may approve or designate, and all such funds shall be withdrawn only upon checks signed by the president or treasurer.

Section 12.04 Annual Report

The deacons shall direct the president and treasurer to present at the annual meeting of the board a report, verified by the president and treasurer or by a majority of the deacons, that discusses the activities of the corporation during the fiscal year then ended. The contents of the annual report shall be as required by Pennsylvania law or otherwise specified by the board. The annual report shall be filed with the minutes of the annual meeting of the board.

Section 12.05 References

All references in these bylaws to sections of the Internal Revenue Code shall be deemed to refer to sections of the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any future tax code, and to all regulations issued under such sections and provisions.

Section 12.06 Amendment of Articles and Bylaws

The Articles and these bylaws may be amended or repealed, or new bylaws may be adopted, by vote of two-thirds of the deacons of the corporation in office at any regular or special meeting of deacons.