CONVERGE MIDAMERICA   
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**Form of Church By-Laws**  
  
To Be Used for the Initial Formation  
of a Church Plant  
  
(Kentucky Version)

**Consent To Action  
By All of the Directors of the Church**

The undersigned, being all of Directors of *[insert Name of Church]* (the “Church”), a Kentucky Not for Profit Corporation, having searched the Word of God and sought the guidance of the Holy Spirit, and acting in accordance with the requirements of the Kentucky General Not for Profit Act of 1968, consent to the adoption of, and do hereby adopt, the following Resolution as and for the Resolution of the Church as of the date set forth below:

WHEREAS the Directors have prepared written By-Laws for the Church (the “By-Laws”);

WHEREAS the By-Laws are attached to this Consent; and

WHEREAS the Directors desire to approve, adopt, and enact the By-Laws as the articles of governance for the Church,

NOW, THEREFORE, IT IS HEREBY RESOLVED thatthe By-Laws shall be, and hereby are, approved, adopted, and enacted as the articles of governance for the Church effective as of *[insert Effective Date of By-Laws]*.

The undersigned agree that the foregoing Resolution shall have the same force and effect as if it was adopted at a duly noticed and held meeting of the Directors. This written consent may be executed in counterparts.

Dated as of *[insert Date of Consent]*.

*[insert Director Name]*

*[insert Director Name]*

*[insert Director Name]*

*[insert Director Name]*

*[insert Director Name]*

*[insert Director Name]*

*[insert Director Name]*

Being All of the Directors of the Church

***By-Laws  
of  
[insert Name of Church]  
[insert City], Kentucky***

*Effective as of [insert Effective Date]*

***Table of Contents***

[**Consent To Action By All of the Directors of the Church** 2](#_Toc168393803)

[Dated as of [insert Date of Consent]. 2](#_Toc168393804)

[Being All of the Directors of the Church 2](#_Toc168393805)

[Article One – Name, Organization, and Affiliation 1](#_Toc168393806)

[**1.1** **Name.** 1](#_Toc168393807)

[**1.2** **Organization.** 1](#_Toc168393808)

[**1.3** **Affiliation.** 1](#_Toc168393809)

[Article Two - Statement of Purpose 1](#_Toc168393810)

[**2.1** **Purpose.** 1](#_Toc168393811)

[Article Three – Statement of Faith 1](#_Toc168393812)

[**3.1** **The Word of God.** 1](#_Toc168393813)

[**3.2** **The Trinity.** 1](#_Toc168393814)

[**3.3** **God the Father.** 1](#_Toc168393815)

[**3.4** **Jesus Christ.** 1](#_Toc168393816)

[**3.5** **The Holy Spirit.** 2](#_Toc168393817)

[**3.6** **Regeneration.** 2](#_Toc168393818)

[**3.7** **The Ordinances.** 2](#_Toc168393819)

[**3.8** **The Church.** 2](#_Toc168393820)

[**3.9** **Christian Conduct.** 2](#_Toc168393821)

[**3.10** **Christian Marriage.** 2](#_Toc168393822)

[**3.11** **Religious Liberty.** 2](#_Toc168393823)

[**3.12** **Church Cooperation.** 2](#_Toc168393824)  
**3.13 The Last Things** 2

[Article Four – Limitations on Corporate Authority 2](#_Toc168393825)

[**4.1** **Distributions to Exempt Organizations.** 2](#_Toc168393826)

[**4.2** **No Distributions to Private Persons.** 3](#_Toc168393827)

[**4.3** **Prohibited Activities.** 3](#_Toc168393828)

[Article Five – Members 3](#_Toc168393829)

[Article Six – DIRECTORS 3](#_Toc168393830)

[**6.1** **Existence of Directors.** 3](#_Toc168393831)

[**6.2** **Responsibilities of Directors.** 3](#_Toc168393832)

[**6.3** **Privileges of Directors.** The Directors shall have all of the powers necessary to direct and manage the affairs of the Church as are allowed by law. 3](#_Toc168393833)

[**6.4** **Number of Directors.** 3](#_Toc168393834)

[**6.5** **Appointment of Directors.** 3](#_Toc168393835)

[**6.6** **Business Meetings of Directors.** 3](#_Toc168393836)

[**6.7** **Chair of Directors.** 4](#_Toc168393837)

[**6.8** **Removal of Directors.** 4](#_Toc168393838)

[**6.9** **No Compensation of Directors.** 4](#_Toc168393839)

[Article Seven – Officers 5](#_Toc168393840)

[Article Eight – Church Staff 5](#_Toc168393841)

[**8.1** **Senior Pastor.** 5](#_Toc168393842)

[**8.2** **Associate Pastors.** 5](#_Toc168393843)

[**8.3** **Other Staff.** 5](#_Toc168393844)

[Article Nine – Books and Records 5](#_Toc168393845)

[**9.1** **Books and Records.** 5](#_Toc168393846)

[Article Ten – Fiscal Year 5](#_Toc168393847)

[**10.1** **Fiscal Year.** 5](#_Toc168393848)

[Article Eleven – Indemnification 5](#_Toc168393849)

[**11.1** **Directors.** 5](#_Toc168393850)

[**11.2** **Employees and Agents.** 6](#_Toc168393851)

[Article Twelve – Dissolution 6](#_Toc168393852)

[**12.1** **Right To Dissolve.** 6](#_Toc168393853)

[**12.2** **Disposition of Property upon Dissolution.** 6](#_Toc168393854)

[Article Thirteen – – Dispute Resolution 6](#_Toc168393855)

[**13.1** **Dispute Resolution Principles.** 6](#_Toc168393856)

[**13.2** **Disputes among Directors.** 7](#_Toc168393857)

[**13.3** **Disputes between Directors and the Church.** 7](#_Toc168393858)

[Article Fourteen – Amendment 8](#_Toc168393859)

[**14.1** **Right To Amend.** 8](#_Toc168393860)

***By-Laws  
of  
[insert Name of Church]  
[insert City], Kentucky***

We, the Directors of *[insert Name of Church, City*], Kentucky, having searched the Word of God and sought the guidance of the Holy Spirit, and acting in accordance with the requirements of the Kentucky General Not for Profit Act of 1968, do adopt the following By-Laws as the Church’s articles of governance effective as of [*insert Effective Date*].

– Name, Organization, and Affiliation

## Name.

The name of the Church is [insert Name of Church]**.**

## ***Organization.***

***1.2.1 Date of Organization.*** The Church was organized on *[insert Date of Organization]*.

***1.2.2 Basis of Organization.*** The Church was organized under the Kentucky General Not for Profit Act of 1968.

## ***Affiliation.***

The Church is affiliated with Converge MidAmerica and the Converge Worldwide.

- Statement of Purpose

## ***Purpose.***

The purpose of the Church is to be a religious entity in accord with the Kentucky General Not for Profit Act of 1968 (the “Act”) and § 501(c)(3) of the United States Internal Revenue Code of 1986 (the “Code”), or the corresponding provisions of any future Kentucky not-for-profit corporation law or United States internal revenue law. More specifically, *[insert Specific Purpose].*

– Statement of Faith

## The Word of God.

We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.

## The Trinity.

We believe that there is one living and true God, eternally existing in three persons, that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption.

## God the Father.

We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

## Jesus Christ.

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.

## The Holy Spirit.

We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide.

## Regeneration.

We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.

## The Ordinances.

## We believe that the Lord Jesus Christ has committed two ordinances to the local church: baptism and the Lord’s Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord’s Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.

## 3.8 The Church. We believe in the universal church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible confession of faith, and associated for worship, work and fellowship. We believe that God has laid upon the members of the local church the primary task of giving the gospel of Jesus Christ to a lost world. 3.9 Christian Conduct.

## We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ. 3.10 Christian Marriage.

## We believe that Christian marriage is a sacred institution ordained by God for the well being of mankind and the propagation of the human race.  It is the spiritual and physical union of one man and one woman according to Scripture.  ***3.11*** Religious Liberty.

## We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that therefore Church and State must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other. ***3.12*** Church Cooperation.

## We believe that the local church can best promote the cause of Jesus Christ by cooperating with one another in an association of churches. Such an organization, whether it is Converge Worldwide (Baptist General Conference) or one of its regional districts, exists and functions by the will of the Churches. Cooperation in this association is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary basis. ***3.13 The Last Things.*** We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked.

– Limitations on Corporate Authority

## ***Distributions to Exempt Organizations.***

The Church, being organized exclusively for religious purposes, may make distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Code.

## ***No Distributions to Private Persons.***

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its Directors, or any other private person, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two.

## Prohibited Activities.

Notwithstanding any other provisions of these By-Laws, the Churchshall not carry on any activities not permitted to be carried on by: (a) a corporate entity exempt from federal income tax under § 501(c)(3) of the Code; or (b) a corporate entity, contributions to which are deductible under § 170(c)(2) of the Code.

– Members

***5.1 No Members.*** The Church shall have no Members.

– DIRECTORS

## ***Existence of Directors.***

The Church at all times shall have Directors, and the responsibilities and privileges of the Directors shall be as set forth in this Article 6.

## ***Responsibilities of Directors.***

The Directors shall be responsible for overseeing the ministries and resources of the Church, and for guiding the activities of the Church.

## ***Privileges of Directors.*** The Directors shall have all of the powers necessary to direct and manage the affairs of the Church as are allowed by law.

## ***Number of Directors.***

The Church shall have a number of Directors as the Directors, by affirmative vote, from time-to-time may determine; *provided*, *however*: (a) that the number of Directors shall never be fewer than three (3) persons; and (b) that the number of Directors shall never exceed seven (7) persons.

## ***Appointment of Directors.***

A person shall become a Director if: (a) one or more of the Directors nominates such person to be a Director; and (b) the Directors, by affirmative vote following procedures that they may adopt, appoint such person to be a Director. Each person appointed to be a Director shall be voted upon individually.

## ***Business Meetings of Directors.***

***6.6.1 Holding of Business Meetings.***

***6.6.1.1 Annual Business Meetings.*** The Directors shall conduct an Annual Business Meeting once each fiscal year. The Directors shall conduct such meeting during the ninety (90) calendar-day period immediately before the end of the fiscal year. Any Director shall have the power to call the Annual Business Meeting of the Directors.

***6.6.1.2 Other Business Meetings.*** The Directors shall conduct such other business meetings as reasonably may be necessary to oversee the ministries and resources of the Church. Any Director shall have the power to call a business meeting of the Directors.

***6.6.2 Location of Business Meetings.*** All business meetings of the Directors shall take place in *[insert County]*, Kentucky. The Directors may waive this location provision if, prior to or at the time of the meeting, the Directors, by unanimous affirmative vote of all of the Directors, regardless of attendance at the meeting, agree to some other location.

***6.6.3 Notice of Business Meetings.*** An Director calling a business meeting of the Directors shall give actual notice of the place, the date, the time, and the purpose of the meeting to all other Directors. The notice shall be given no fewer than seven (7) calendar days before the date of the meeting. The Directors may waive this notice provision for a meeting if, prior to or at the time of the meeting, the Directors, by unanimous affirmative vote of all of the Directors, regardless of attendance at the meeting, determine to waive the notice provision.

***6.6.4 Quorum at Business Meetings*.** The Directors may conduct a business meeting of the Directors if more than fifty (50) percent of the Directors are present at the meeting. The Directors may not conduct a business meeting of the Directors if fifty percent (50) or fewer of the Directors are present at the meeting.

***6.6.5 Moderator of Business Meetings***. The Chair of the Directors shall moderate a business meeting of the Directors. If the Chair of the Directors is not present at the meeting, then the meeting shall be moderated by a Director that the Directors, by affirmative vote prior to or at the time of the meeting, select to moderate the meeting.

***6.6.6 Voting at Business Meetings.*** All voting at a business meeting shall be by Super-Majority Vote, unless otherwise provided in this Article 6. A Super-Majority Vote shall require an affirmative vote of sixty-six (66) percent or more of the Directors present at a meeting of the Directors. No proxy or absentee voting is permitted.

***6.6.7 Consents in Lieu of Business Meetings.*** Any action that may be taken at a business meeting may be taken, without a meeting, if a consent, in writing and setting forth the action taken, is signed by all of the Directors.

## ***Chair of Directors.***

***6.7.1 Appointment.*** At the Annual Business Meeting of the Directors, the Directors, by affirmative vote, shall select a Chair. In addition, if at any time the office of Chair becomes or is vacant, then, at the next business meeting of the Directors following the existence of such vacancy, the Directors, by affirmative vote, shall select a Chair.

***6.7.2 Term.*** A person shall serve as the Chair of the Directors for a term that extends from the selection of the person as Chair through and until the end of the next Annual Business Meeting of the Directors; *provided, however*, that the term shall sooner end if any one of the following occurs: (a) the person resigns or is removed from the office of Director effective as of a date before the next Annual Business Meeting of the Directors, in which such case the term shall end on the effective date of the resignation or removal; (b) the person resigns from the position of Chair effective as of a date before the next Annual Business Meeting of the Directors, in which such case the term shall end on the effective date of the resignation; or (c) the Directors, by affirmative vote following procedures that they may adopt, remove such person from the position of Chair before the next Annual Business Meeting of the Directors, in which such case the term shall end at the time of such affirmative vote.

## ***Removal of Directors.***

The Directors, by affirmative vote following procedures that they may adopt, may remove a person from the office of Director. The removal of the person from the office of Director shall be effective at the time of the affirmative vote of the Directors. In such event, the person thereafter shall not be or serve as a Director.

## ***No Compensation of Directors.***

No Director shall be compensated for serving as a Director.

– Officers

***7.1 No Officers.*** The Church shall have no Officers.

– Church Staff

## ***Senior Pastor.***

The Church may employ a Senior Pastor as the Directors, by affirmative vote, from time-to-time may determine to be appropriate. The Senior Pastor, along with the Directors, shall be responsible for overseeing the ministries and resources of the Church. The Senior Pastor shall guide the activities of the Church, and shall oversee the other members of the Church Staff. The pastoral relationship between the Church and the Senior Pastor shall commence upon the effective date of the hiring of the Senior Pastor. The pastoral relationship between the Church and the Senior Pastor shall terminate immediately upon either of the following: (a) the effective date of a resignation received by the Church from the Senior Pastor, without any additional vote or action being necessary or required; or (b) the effective date of an action by the Church to dissolve the pastoral relationship.

## ***Associate Pastors.***

The Church may employ one or more Associate Pastors as the Directors, by affirmative vote, from time-to-time may determine to be appropriate. An Associate Pastor shall assist the Senior Pastor in guiding the activities of the Church. An Associate Pastor shall assume such specific responsibilities as the Directors, by affirmative vote, from time-to-time may assign to such person. The pastoral relationship between the Church and an Associate Pastor shall commence upon the effective date of the hiring of the Associate Pastor. The pastoral relationship between the Church and an Associate Pastor shall terminate immediately upon either of the following: (a) the effective date of a resignation received by the Church from the Associate Pastor, without any additional vote or action being necessary or required; or (b) the effective date of an action by the Church to dissolve the pastoral relationship.

## ***Other Staff.***

The Church may employ such additional staff as the Directors, by affirmative vote, from time-to-time may determine to be appropriate. A member of the staff shall assume such specific responsibilities as the Directors, by affirmative vote, from time-to-time may assign to such person. The relationship between the Church and a member of the staff shall commence upon the effective date of the hiring of such person. The relationship between the Church and a member of the staff shall terminate immediately upon either of the following: (a) the effective date of a resignation received by the Church from such person, without any additional vote or action being necessary or required; or (b) the effective date of an action by the Church to dissolve the relationship.

– Books and Records

## ***Books and Records.***

The Church shall keep correct and complete books and records of accounts, and shall conduct an annual audit of such books and records. The Church also shall keep minutes of the proceedings of its Directors.

– Fiscal Year

## ***Fiscal Year.***

The Fiscal Year of the Church shall be *[insert Fiscal Year]*.

– Indemnification

## ***Directors.***

The Church shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Director, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director may be entitled apart from the foregoing provision. The foregoing provision of this Article shall be deemed to be a contract between the Church and each Director who serves in such capacity at any time while this Article and the relevant provisions of the Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter, brought or threatened based in whole or in part on any such state of facts.

## ***Employees and Agents.***

The Church may indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was an employee or agent of the Church, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

– Dissolution

## ***Right To Dissolve.***

The Directors of the Church, by affirmative vote, may dissolve the Church.

## ***Disposition of Property upon Dissolution.***

***12.2.1 Disposition to Converge MidAmerica.*** If the Church dissolves or ceases to function as a Church, then, after the satisfaction of all obligations, debts, and liabilities of the Church, all of the assets of the Church, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, Converge MidAmerica, if Converge MidAmerica, at that time, exists and is willing and able to accept the assets of the Church under the conditions of § 501(c)(3) of the Code.

***12.2.2 Disposition to Converge Worldwide.*** If the Church dissolves or ceases to function as a Church, and if Converge MidAmerica has dissolved or is unwilling or unable to accept the assets of the Church under the conditions of § 501(c)(3) of the Code, then, after the satisfaction of all obligations, debts, and liabilities of the Church, all of the assets of the Church, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, Converge Worldwide, if Converge Worldwide, at that time, exists and is willing and able to accept the assets of the Church under the conditions of § 501(c)(3) of the Code.

1. – – Dispute Resolution

## ***Dispute Resolution Principles.***

The Church is committed to resolving in a biblical manner all disputes that may arise within its body. This commitment is based upon God’s command that Christians should strive earnestly to live at peace with one another (see Mathew 5:9, John 17:20-23; Romans 12:18; Ephesians 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in the Bible (see Proverbs 19:11; Matthew 5:23-25, 18:15-20; I Corinthians 6:1-8; Galatians 6:1). The Church believes that these commands and principles are obligatory on all Christians, and absolutely essential for the well being and work of the Church. Therefore, any and all disputes in this Church shall be resolved according to biblical principles, and shall follow the processes set forth in this Article.

## ***Disputes among Directors.***

If a Director of the Church has a conflict with or is concerned about the behavior of another Director of the Church, then the matter shall be addressed as follows:

* + 1. Examination. The concerned Director shall prayerfully examine himself or herself, and shall take responsibility for his or her contribution to a problem (Matthew 7:3-5), and he or she prayerfully shall seek to discern whether the concern is so serious that it cannot be overlooked (Proverbs 19:11, 12:16, 15:18, 17:14, 20:3; Ephesians 4:2; Colossians 3:13; I Peter 4:8).
    2. Confrontation. If the concern is too serious to overlook, the concerned Director shall go, repeatedly if necessary, and talk to the Director whose behavior is at issue in an effort to resolve the matter personally and privately, having first confessed his or her own wrongdoing (Matthew 18:15).
    3. Intervention. If the Director whose behavior is at issue will not listen and if the problem is too serious to overlook, the concerned Director shall return with one or two other people who will attempt to help the parties resolve their differences (Matthew 18:16); these other people may be Directors or Elders of the Church, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, the Church shall make every effort to assist the parties in resolving their difference and being reconciled.
    4. Disputes Between Directors of the Church Concerning the Church’s Theology or Church Property Ownership: If a dispute arises between Directors of the Church concerning the Church’s theology or Church property ownership, and if such dispute cannot be resolved within thirty (30) days through discussions based upon Matthew 18:15-17, then the dispute shall be resolved as follows: The dispute shall be submitted to mediation conducted by the Board of Overseers of the Converge MidAmerica. If the matter cannot be resolved through such mediation, then the Board of Overseers of the Converge MidAmerica, through such procedures that it may adopt, shall make a determination as to the following: (a) whether a dispute concerning the Church’s theology or Church property ownership exists between Directors of the Church; and (b) if such dispute between Directors of the Church exists, which Directors are abiding by these By-Laws. The decision of the Board of Overseers of the Converge MidAmerica with respect to such matters shall be final and non-appealable. The assets of the Church then shall be controlled by those Directors who are found by the Board of Overseers of the Converge MidAmerica to be abiding by these By-Laws.
    5. Disputes between Directors and the Church: In the event of any deadlock, claim or other dispute among the Directors, Elders, officers, directors, or employees of the Church arising from or related to these By-Laws or the Church which is not resolved within thirty (30) days of notice from one party to all other interested parties, then such deadlock, claim or other dispute shall be settled by Biblically-based mediation and, if necessary, legally binding arbitration in accordance with the then current Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries (complete text of the Rules is available at www.Peacemaker.net). Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Any costs incurred hereunder shall be paid equally by the parties involved in the procedure. These methods shall be the sole and exclusive remedy for any such deadlock, claim or other dispute arising from or related to these By-Laws of the Church, provided, however, that if a dispute involves matters set forth in Article 13.2.4 above, the dispute shall be resolved by means of the procedure stated in section 13.2.4; and further provided, that the decisions of the Board of Elders on matters of church discipline shall be final and not subject to section 13.2.4 or section 13.2.5.

– Amendment

## ***Right To Amend.***

The Directors of the Church, by affirmative vote, may amend these By-Laws at any time.