

PROPOSED CHANGES for 2019
ANTIOCH, THE APOSTOLIC CHURCH, INC.

GENERAL BY-LAWS
OF THE CORPORATION

as Amended on

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ARTICLE ONE

PURPOSE:

The goals and purposes of Antioch, The Apostolic Church, Inc. (in addition to those matters set forth in the Articles of Incorporation, as Amended), is to carry the whole Gospel to the whole world; to establish an effective organized effort to encourage the conversion of men and women to **Christianity as specifically defined by the Apostles in the Bible**; to evangelize our communities and the world by every means possible; to produce and maintain a clean, holy, wholesome Christian fellowship.

ARTICLE TWO

(FORMERLY ARTICLE FIVE)

COVENANT (VOTING) MEMBERSHIP IN THE CORPORATION ANTIOCH, THE APOSTOLIC CHURCH, INC:

(1) The Articles of Incorporation, as Amended, provides the qualifications for **Covenant (Voting) Membership** in the church body as legally incorporated and constituted by the Articles of Incorporation, as Amended, the Articles of Faith, and these By-Laws. The provisions of this **ARTICLE TWO (2)** of these By-Laws are matters in addition to such qualifications but not to be in conflict with them. In the event of any **conflict between the legal documents of Antioch, The Apostolic Church, Inc.,** the Articles of Incorporation, as Amended, shall take precedence. In Paragraph Second, Sections 3 and 4, the Articles of Incorporation, as Amended, provide for the expansion and/or clarification of the requirements to be a **Covenant (Voting)** Member of the Corporation and the inclusion of a specific set of requirements and procedures for addressing those members who are not fulfilling those requirements. **No individual is required to be a Covenant Member of Antioch to attend any service, activity, and/or ministry function conducted on any of the premises of the Corporation. Antioch, The Apostolic Church welcomes everyone.**

(2) **The privileges of a Covenant Member of Antioch, The Apostolic Church, Inc. shall be as follows:**

(a) **Shall have the right to vote in all duly called business meetings of the Covenant Membership of Antioch, The Apostolic Church, Inc.**

- (b) Shall have the right to request the use of the corporate facilities for weddings, receptions, and other personal meetings as the Church calendar may allow. However, these personal requests must always be considered secondary to any and all spiritual activities and ministries of Antioch, The Apostolic Church that require their use.
 - (c) Upon a written request with a fourteen (14) day notice, shall have the right to review CPA statement of the corporate and financial records of Antioch, The Apostolic Church, Inc. for the most recent period available in the presence of a member of the Board of Trustees/Oversight Bishops and/or a Corporate Officer of the Corporation. Under no circumstances will copies of any of Antioch's records, files, documentation, etc. be made available to be removed from the premises of the Corporation.

- (3) To be a Covenant (Voting) Member of the assembly and of the Corporation, each candidate for Covenant Membership must covenant to abide by the following:
 - (a) To believe that the Bible is the divinely inspired Word of God and that it is the final authority in our lives in all things. Furthermore, the Covenant Member avows that they believe in and support and, to the best of their ability by the Grace of God, to adhere to and practice all of the doctrines of the Articles of Faith of Antioch, The Apostolic Church, Inc.; furthermore, the member commits to immediately resign from Covenant Membership upon their determination at any time that the member no longer believes in and/or supports and/or no longer intends to practice and/or adhere to any or all of the doctrines of the Articles of Faith of Antioch, The Apostolic Church, Inc.
 - (b) To abide by and cooperate with the Articles of Incorporation, as Amended and by the By-Laws of Antioch, The Apostolic Church, Inc.

- (c) To sign a "Covenant Statement of Conviction and Commitment" (a.k.a., "Covenant Statement") as specified in the Articles of Faith and as determined by the SENIOR BISHOP/BISHOP, ratified by the Antioch Executive Council, and approved by the Board of Trustees/Oversight Bishops.
 - (i) The member's Covenant Statement must be signed by their Congregation's Senior Elder stating that he endorses this believer for Covenant Membership status of Antioch, The Apostolic Church, Inc.
 - (ii) The Member's Covenant Statement must be renewed annually.
 - (d) To support the church faithfully and consistently in obedience to the Bible and the Articles of Faith both with a tithe of all their increase as specified in Scripture and weekly offerings.
 - (e) To faithfully and consistently attend both regularly scheduled worship services and a CARE (Small) group. The SENIOR BISHOP/BISHOP and/or the Antioch Executive Council may designate, on a case by case basis, a substitute ministry in which a member may participate instead of attending a CARE (Small) group in order to satisfy this requirement for Covenant (Voting) Membership.
 - (f) To secure, in case of moving and/or transferring, a letter of recommendation and a relinquishing of Covenant Membership from Antioch, The Apostolic Church, Inc., and to unite with another Church of the same faith as soon as possible.
- (4) Anyone who desires Covenant (Voting) Membership with the corporation shall become a Covenant Member by all of the following:
- (a) Registering his/her name and allegiance to the above principles with the SENIOR ELDER of their Congregation or his designated representative.

- (b) Actively participating in the ministry and activities of the Church for at least one (1) year.
- (c) Completing the Covenant Members Membership Training requirements as established by the Antioch Executive Council and approved by the Board of Trustees/Oversight Bishops.
- (d) Being recommended by the SENIOR BISHOP/BISHOP and the SENIOR ELDER of their Congregation to the Antioch Executive Council for approval.
- (e) Once approved for Covenant Membership, signing a "Covenant of Conviction and Commitment" statement as specified in Section 3(c) above. This covenant must be renewed annually.
- (f) Accepting a card or document of acknowledgment of his/her agreement and allegiance.
 - (i) The member agrees that upon severing their ties to Antioch, The Apostolic Church, Inc. through any means, they will voluntarily surrender their membership card/document.

(5) In accepting Covenant Membership in Antioch, The Apostolic Church, Inc. AND in accordance with the Bible that Brothers do not take Brothers to law before a secular judge, the Covenant Member agrees that any dispute that may arise with any other Covenant Member, any of the ministers/officers of the Corporation, the Board of Trustees/Oversight Bishops or its members, or the Antioch, The Apostolic Church, Inc. Corporation itself, under this provision or any other rule, By-Law, or the Articles of Incorporation, as Amended, which cannot be decided or agreed upon by the parties shall be decided on by and through binding arbitration of an *Antioch Appeal Council* in accordance with the Uniform Arbitration Act of the State of Maryland and/or any procedures or rules set up by the Board of Trustees/Oversight Bishops. The members of this Appeal Council shall be Covenant Members of Antioch chosen from among the membership. Both parties shall have the right to

select two Covenant Members in good standing each to serve on this Appeals Council. The AEC shall select one additional Covenant Member to serve on the panel. The Arbitration hearing shall be overseen by a non-church affiliated legal professional chosen by Antioch's Board of Trustees for this purpose from among a list of at least three names submitted to them by the AEC and/or the Bishop. This chairperson shall only oversee the procedures of the meeting and assure that the meeting is conducted in accordance with Maryland State Law. The Chairperson shall have no vote in the deciding of the dispute. All parties agree that the decision of the Appeal Council is final and of which there shall be no appeal. Acceptance of Covenant Membership in the corporation shall constitute a binding agreement between all parties including the corporation, its officers, employees and representatives, and its members to the provisions of this paragraph.

- (6) Any Covenant Member who speaks, writes, or communicates in any way, privately or publicly, that is negative, derogatory, contradictory, or divisive in his/her communication, regardless of the type of communication, against the Bible, the Articles of Faith of Antioch, The Apostolic Church, Inc., etc. shall have their Covenant (Voting) Membership immediately suspended.
- (a) The Senior Elder of the Congregation with which the member is affiliated shall appoint one of his senior ministers to communicate with the Covenant Member in question regarding the communication in question.
- (b) Upon confirmation either by the evidence of the actual communication itself, by the Covenant Member acknowledging the communication, or by the testimony of at least two members/attendees in good standing of Antioch, the Senior Elder of the Congregation shall inform the Antioch Executive Council of the Covenant Member's actions and the results of his investigation.

- (c) Upon the vote of a 2/3 majority of the Executive Council to terminate the Covenant (Voting) Membership, a Certified Letter must be sent to inform the member of this decision.
 - (d) For that individual's Covenant Membership status to be reinstated, they would need to make a public apology to the Congregation with which they are affiliated and provide a non-confidential, written statement correcting their stated position on those doctrines that they denigrated or abnegated.
- (7) Any Covenant Member who has failed to support Antioch Church faithfully and consistently with their tithes and offerings as defined by the Bible and the Articles of Faith for a period of ninety (90) days shall have their Covenant Membership privileges immediately suspended until satisfactory explanation has been given and/or restitution has been made.
- (a) In order to prevent suspension, it is the responsibility of those with no income for 30 days or longer to inform the Secretary/Treasurer of the Corporation of this situation.
 - (b) The Senior Elder of the Congregation shall assign a senior minister of his Congregation the responsibility to contact the Covenant Member concerning their deficiency when 90 days has elapsed in their consistent payment of tithes.
 - (c) After being contacted by their Congregational Senior Elder or his designee, the Covenant Member plainly states that they desire to continue their Covenant Membership status in Antioch, The Apostolic Church, then the Senior Elder shall propose a means whereby the Covenant Member can restore their active membership status.
 - (d) If after being contacted by the Congregational Senior Elder's or his designee, the Covenant Member indicates that they do not intend to resume their consistency with their Scriptural financial participation with Antioch Church, then the Senior Elder shall recommend to the

Antioch Executive Council that the Covenant Member's membership be terminated. Upon the vote of a 2/3 majority of the Executive Council to terminate the membership, a Certified Letter must be sent to inform the Covenant Member of this decision.

- (8) Any Covenant Member who fails to faithfully and consistently attend both regularly scheduled worship services and a CARE (small) group (or participate in another ministry as designated by the SENIOR BISHOP/BISHOP and/or the Antioch Executive Council to satisfy this requirement) for a period of ninety (90) days shall have their voting privileges suspended unless satisfactory explanation has been given and/or repentance has been made.
- (a) "Faithful attendance" is defined as having less than (3) three unexcused absences with regards to scheduled worship services and CARE (small) group meetings in a (90) ninety-day period.
- (b) "Unexcused absence" is defined as any non-medical emergency absence not communicated as set forth in the below provision (c) by 11:59 pm EST the day of the ministry event as defined in provision (a). All medical emergency absences should be expeditiously communicated at the member's first convenience.
- (c) In order to prevent suspension, extenuating circumstances that prevent church attendance and/or ministry participation must be communicated directly to the SENIOR ELDER of their Congregation in person and in writing (email is sufficient to satisfy this).
- (d) The burden of proof of both church attendance and ministry participation is the sole responsibility of the Covenant Member.
- (e) The burden of communicating excused absences is the sole responsibility of the Covenant Member.
- (f) A senior minister of the Covenant Member's Congregation shall be assigned by the Senior Elder of the Congregation the responsibility to contact the member concerning their absence from worship services

and/or lack of participation in ministry (usually the CARE or Small Group ministry) when the deficiency of three (3) unexcused absences has occurred during any 90 day period.

(g) When the Covenant Member is non-responsive, un-repentant, or states that they do not intend to continue as a Covenant Member of Antioch, The Apostolic Church, Inc., they shall be encouraged to verbally and/or in writing voluntarily withdraw from membership in the Corporation. If they do not voluntarily withdraw, then the Senior Elder of their Congregation shall refer their name to the Antioch Executive Council for their disposition of this matter. Upon the vote of a 2/3 majority of the Executive Council to terminate the membership, a Certified Letter must be sent to inform the member of this decision.

(9) Any member consistently failing to keep any other Biblical instructions and/or moral expectations for a Christian not specifically set forth above in ARTICLE TWO may be suspended from membership in the Corporation by the SENIOR BISHOP/BISHOP of Antioch and/or the Antioch Executive Council while an investigation is being conducted. However, before a member can be permanently removed from the Covenant Membership roll of Antioch, The Apostolic Church, Inc. for reasons other than those stipulated in ARTICLE TWO above, the following procedures must be conformed to in a timely manner:

(a) The Senior Elder of the Member's Congregation must appoint an Elder to approach the member and to explain to them their inconsistencies in keeping the Biblical expectations referred to in this Section 9 that the member is not adhering to. If the member states their intention to continue to conduct themselves in an un-Biblical manner thereafter, then the member shall be,

- (b) Contacted and jointly admonished by at least two (2) or three (3) Elders which number should include the Senior Elder of the Congregation. The member shall be officially informed of the Biblical requirements and expectations that are not being adhered to by the member. If the member fails or refuses to repent thereafter, then,
- (c) The member shall be notified by “certified return receipt mail” to the member's last known address of the decision to recommend to the Antioch Executive Council that the member be permanently removed from membership. The notice should inform the member that they have seven (7) days to review it and to request a meeting to discuss the decision with two (2) Elders from the Antioch Executive Council at a meeting to be called for that purpose.
- (d) If the situation is not resolved, then, upon the unanimous decision of the assigned Elders of the Antioch Executive Council to permanently remove the member's name from membership, they shall submit their recommendation to the SENIOR BISHOP/BISHOP and the SENIOR ELDER of their Congregation with a report of their meetings with the member and the reasons for their recommendation.
- (e) Then the SENIOR BISHOP/BISHOP shall submit the name of the member to be removed from membership, along with the recommendations and findings of the Elders of the Antioch Executive Council, to the full Antioch Executive Council for final action.
- (f) Only the Antioch Executive Council can take final action with regard to recommendations for termination of membership. The final action may be the same as the recommendation or such other action as the Antioch Executive Council feels just and proper to the circumstances. A three-fourths (3/4) majority is necessary for action.

- (i) If the decision of the Executive Council is to take action other than termination of membership, then the SENIOR BISHOP/BISHOP shall appoint another Elder from the Antioch Executive Council to contact the member in question and notify them of the decision.
- (g) Notice of the Antioch Executive Council's decision to terminate the membership shall be sent by "certified return receipt letter" to the member whose membership has been terminated.
- (h) If in the very rare circumstance that the proposed action includes a recommendation that the member be marked for avoidance in accordance with Romans 16:17, the matter shall be first submitted to the Covenant Membership of the church, at a meeting called for that purpose, and ratified by a $\frac{3}{4}$ vote of a quorum of Covenant Members. Any action taken to mark for avoidance or any other disciplinary action shall not take effect for ten (10) days after notification being sent to the member, it being the express wish and desire for the member to be given an opportunity to reconcile himself to the body and be restored before the action is final. Notification of this ten (10) day reconciliation period shall be included in the letter of notice of the action to be taken.
- (j) A member may withdraw as a member at any time during this process. Such action shall terminate any of the aforementioned proceedings provided the member has executed a waiver of any right, dispute, complaint, or claim upon the church, its members, the Board of Trustees/Oversight Bishops, its members, and any member of Antioch's Oversight ministry, the Antioch Executive Council, and Ministerial constituency.

(k) Any dispute that may arise under this provision or any other rule, By-Law, or the Articles of Incorporation, as Amended, which cannot be decided or agreed upon by the parties shall be decided on, by, and through binding arbitration **of an Antioch Appeal Council** in accordance with the Uniform Arbitration Act of the State of Maryland and/or any procedures or rules set up by the Board of Trustees/Oversight Bishops. **The members of this Appeal Council shall be Covenant Members of Antioch chosen from among the membership. Both parties shall have the right to select two Covenant Members in good standing each to serve as members of the panel. The AEC shall select one additional Covenant Member to serve on the panel. The Arbitration hearing shall be overseen by a non-church affiliated legal professional chosen by Antioch's Board of Trustees for this purpose from among a list of at least three names submitted to them by the AEC and/or the Bishop. This chairperson shall only oversee the procedures of the meeting and assure that the meeting is conducted in accordance with Maryland State Law. The Chairperson shall have no vote in the deciding of the dispute. All parties agree that the decision of the Appeal Council is final and of which there shall be no appeal. Acceptance of Covenant Membership in the corporation shall constitute a binding agreement between all parties including the corporation, its officers, employees and representatives, and its members to the provisions of this paragraph.**

(10) In the situation where a **Covenant** Member of Antioch moves to a location where a church of the same faith cannot be located, a Provisional (non-Voting) Membership at Antioch, The Apostolic Church, Inc. can be maintained if:

(a) The member continues to support Antioch, The Apostolic Church, Inc. with their tithes and offerings, and

- (b) The member verifies they are participating with the regularly scheduled worship services of Antioch being broadcast.
- (c) The rights and privileges of a Provisional Membership is as follows:
- (i) Access to materials supplied to Covenant Members.
 - (ii) Access to counseling and/or ministry by a member of Antioch's Ministry staff whose means of communicating will be determined by the minister.
 - (iii) Involvement by a member of Antioch's Ministry staff in a wedding or funeral at the Provisional Members location if at all possible at Antioch's expense.
 - (iv) Access to all videos not available to the public but which are made available to all Antioch Members.
- (d) In such case, the Provisional Member can have their Covenant (Voting) Membership restored upon their re-commitment to attending the worship services of Antioch in person.

ARTICLE THREE

(FORMERLY ARTICLE TWO)

BUSINESS MEETINGS OF THE CORPORATION'S COVENANT (VOTING) MEMBERSHIP:

- (1) A regular annual meeting of the general membership shall be held **at least** once a year at the place **of the Headquarters Office of the body of believers; or, through what other means or methods approved by the Board of Trustees/Oversight Bishops of Antioch.**
- (2) The time and date of the annual meeting shall be announced at least 10 days in advance of such meeting by announcement at two (2) regular **worship** services and by sending of email notification at least 10 days in advance.
- (3) All sessions shall be opened with prayer. The order of business shall be:
 - (a) Meeting called to order by the SENIOR BISHOP/BISHOP or **SENIOR EXECUTIVE ELDER.**
 - (b) Reading of the minutes of the last meeting.
 - (c) Report by the Chairman (or Vice Chairman) of the Board of Trustees/Oversight Bishops.
 - (d) Report by the SENIOR BISHOP/BISHOP and/or SENIOR **EXECUTIVE ELDER.**
 - (e) Committee reports, if any.
 - (f) New business and unfinished business.
 - (g) Election of Trustees
 - (h) Adjournment.

- (4) Any resolution of new business to be discussed at the meeting shall be submitted to the SENIOR BISHOP/BISHOP or SENIOR EXECUTIVE ELDER at least 15 days prior to the meeting; signed by the author and in a form ready for presentation to the Covenant Membership. The Antioch Executive Council will act as the “Resolutions Committee” and will decide whether to submit the proposed resolution or new business to the body of the Covenant Membership. The decision of the Executive Council may be appealed, in person, by the author of the resolution of new business to the Board of Trustees/Oversight Bishops as the final arbiter, prior to the Business Meeting of the Covenant Membership of the corporate body.
- (5) The Covenant (Voting) Membership roles shall be maintained by the Secretary/Treasurer of the Corporation with the assistance of a Congregational designee for each congregation and shall be open to inspection by any Covenant Member upon one week advanced notice.
- (6) At any meeting of the Covenant Membership, $\frac{3}{4}$ of the outstanding adult members (defined as 16 years and older) of the organization shall constitute a quorum. If less than $\frac{3}{4}$ of the outstanding adult Covenant Members are present at the meeting, a majority of those present may recess the meeting from time to time without further notice. The recessed meeting can be resumed at any time. Notice of the reconvening of the recessed meeting must be notified by email (or any other electronic means available) not less than 24 hours prior to the meeting. At such reconvened recessed meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally scheduled if it had not been recessed due to lack of a quorum.

- (7) An alternate means of meeting and voting electronically may be utilized for the Annual Business Meeting as determined by the Board of Trustees/Oversight Bishops for any business meeting in which no other business is anticipated except the election of the members of the Board of Trustees/Oversight Bishops. When such means are used, those Covenant Members who are not physically present at the actual meeting will not be allowed to exercise any privileges granted to meeting participants by *Roberts Rules of Order, Revised* except to vote. In order to participate in any discussion, to make any points of order, to vote, etc., the Covenant (Voting) Member must be physically present in the actual meeting.
- (8) Covenant Members eligible to vote at the general meeting are those Covenant Members that are upon the role of the Secretary/Treasurer of the Corporation as of thirty (30) days before the meeting and have been certified by the Secretary/Treasurer of the Corporation and the individual member's Senior Elder as being in "good standing" at the time of the business meeting.
- (9) A 2/3 majority of all the votes cast by adult Covenant Members at the annual meeting at which a quorum is present shall be sufficient to elect a Trustee or enact any other business properly put before the Covenant Membership.
- (10) In any calendar year, when the Annual Business Meeting is duly announced and properly conducted and a quorum of all qualified Covenant (Voting) Members of the corporation are not deemed to be present or available for the meeting to proceed, all Trustees who were properly elected at the previous business meeting will be considered "re-elected" for the next calendar year.
- (11) All business shall be conducted in accordance with the most recent version of *Roberts Rules of Order, Revised*.

ARTICLE FOUR

(FORMERLY ARTICLE THREE)

BOARD OF TRUSTEES/OVERSIGHT BISHOPS:

- (1) Antioch, The Apostolic Church, Inc. shall be overseen and governed by the Board of Trustees/Oversight Bishops, hereafter also known as "the Trustee Board" or the "Board of Trustees." The Corporation shall maintain a Trustee Board of *at least* NINE (9) members including At-Large Trustees/Oversight Bishops for the oversight of the spiritual ministry of Antioch and for the administration of the temporal affairs of the corporation. The SENIOR BISHOP/BISHOP of Antioch, The Apostolic Church, Inc. shall always be a member of the Board of Trustees/Oversight Bishops and shall be the Chairman of the Trustees Board, in accordance with the laws of the State of Maryland. The SENIOR EXECUTIVE ELDER of Antioch, The Apostolic Church, Inc. shall also always be a member of the Board of Trustees/Oversight Bishops and shall be the Vice Chairman of the Board of Trustees meetings. The Secretary/Treasurer of the Corporation shall always be a member of the Board of Trustees. Biblically and in accordance with Antioch's Articles of Faith, the SENIOR BISHOP/BISHOP and SENIOR EXECUTIVE ELDER must always be a male, but the Secretary/Treasurer of the Corporation may be either a male or a female.

In order to be automatically included on the Board of Trustees/Oversight Bishops, the SENIOR BISHOP/BISHOP, SENIOR EXECUTIVE ELDER, and the Secretary/Treasurer of the Corporation must all be ordained ministers of a bonafide Apostolic Church Organization, must fully believe, practice, and preach/teach the Oneness Apostolic Message, must believe and practice all of the doctrines established in the "Articles of Faith" of the Corporation, and must agree to abide by and fulfill the provisions of the Articles of Incorporation as Amended and the By-Laws of

the Corporation. If at any time any of these members can no longer abide by any of these requirements, they will be expected to voluntarily remove themselves immediately from their respective office. Both the SENIOR BISHOP/BISHOP and the SENIOR EXECUTIVE ELDER must meet the Biblical requirements of a "Bishop." The Secretary/Treasurer of the Corporation is not required to meet the Biblical requirements of a "Bishop" and is not considered to be a Bishop apart from participating in the functions of the Board of Trustees/Oversight Bishops.

(i) A "bonafide" Apostolic Church organization is one which has been endorsed unanimously by the Board of Trustees/Oversight Bishops.

(2) There shall always be one member of Antioch, The Apostolic Church, Inc. who is a member of the Board of Trustees in addition to the three offices of the Corporation already named. The SENIOR BISHOP/BISHOP or SENIOR EXECUTIVE ELDER shall submit the name of a qualified individual to the membership at the regular annual business meeting for election by the Covenant Membership to the Board of Trustees/Oversight Bishops. This member can be either a minister or non-minister. The Board of Trustee member who is also a member of Antioch, The Apostolic Church, Inc. must believe the Oneness Apostolic Message, must believe and practice the doctrines established in the "Articles of Faith" of this corporation, and must agree to abide by the Articles of Incorporation as Amended and the By-Laws of the Corporation. If at any time this member can no longer abide by any of these requirements, he will be expected to voluntarily remove himself from his position immediately. This member of the Board of Trustees/Oversight Bishops shall not be required to meet the Biblical requirements of a "Bishop" and is not considered to be a Bishop apart from participating in the functions of the Board of Trustees/Oversight Bishops.

(3) The Board of Trustees/Oversight Bishops of Antioch, The Apostolic Church, Inc. must always include a minimum of **FIVE ACTIVE (5)** members of the Board of Trustees/Oversight Bishops who are not members of Antioch, The Apostolic Church, Inc. The SENIOR BISHOP/BISHOP and SENIOR **EXECUTIVE** ELDER can add to this number by submitting more nominees for election at the annual business meeting. These members shall be known as "At-Large" members. **There is no maximum number of At-Large Trustees who can be elected to the Board of Trustees.**

(a) **To be qualified for election as an At-Large Trustee, a man must** be an ordained minister who is a member in good standing of a bonafide Apostolic **Church** organization, must believe the Oneness Apostolic Message, must **believe, practice, and preach/teach** the doctrines established in the "Articles of Faith" of this corporation, and must agree to abide by the Articles of Incorporation as Amended and the By-Laws of the Corporation. If at any time any of these At-Large members can no longer abide by any of these requirements, they will be expected **to voluntarily remove themselves from their position immediately.**

(b) **Even though the At-Large Trustee is not required to actually have or use the title "bishop,"** he must be qualified as a Bishop according to I Timothy 3:1-7.

(c) The **At-Large Board of Trustees** member shall not be on the staff of or a member of the Antioch, The Apostolic Church, Inc. and shall be elected annually.

(d) The SENIOR BISHOP/BISHOP or SENIOR **EXECUTIVE** ELDER shall submit the names of qualified individuals **by nomination** to the membership of Antioch, The Apostolic Church, Inc. at the regular annual business meeting for election by the **Covenant (Voting) Membership** of the Corporation to the Board of Trustees/Oversight Bishops.

- (4) The election of all Trustees shall be by a 2/3 majority of all votes cast by bonafide **Covenant Members** of the corporation at the annual business meeting. In the event of the lack of a quorum at any annual meeting, the terms of office of all of the existing Board of Trustees/Oversight Bishops shall be automatically extended for one (1) year or until the next duly called business meeting of the **Covenant Membership** of the Corporation.
- (5) The term of office of Trustee shall be for one (1) year; a Trustee may be re-elected as often as the **Covenant Membership** desires his service **and/or he is willing to continue to serve.**
- (6) No rule or resolution affecting the election or affairs of the Board of Trustees/Oversight Bishops shall be effective **for a minimum of 12** months from the adoption of such by the **Covenant Membership.**
- (7) The election of Trustees shall be by voice vote unless a “division of the house” is called for either by **the Chairman of the Meeting or by a bonafide Covenant Member,** in such case voters shall be asked to stand for their vote to be counted.
- (8) In the event of a vacancy occurring by death, resignation, or removal of any Trustee, the remaining **Board of Trustees/Oversight Bishops** shall by a 2/3 majority vote appoint a substitute Trustee until the next election.
- (9) The Board of Trustees/Oversight Bishops shall have the power and authority to:
- (a) Have existence and authority to perform their function under the name of the corporation.

- (b) Purchase, take, or acquire by gift, bequest, or in any other means or manner and hold any interest in any assets of the corporation in the State.
- (c) Use, lease, mortgage, sell, or convey the assets in the manner that the Trustees/Oversight Bishops consider most conducive to the interests of the corporation.
- (d) Generally manage any and all assets of the corporation.
- (e) Adopt rules, regulations and ordinances for the conducting of the affairs of the corporation as are necessary and convenient to accomplish the purpose of the corporation.
- (f) By resolution, the Board of Trustees/Oversight Bishops may authorize one or more of the members of the Board of Trustees/Oversight Bishops to:
 - (i) Execute any instruments required to be executed by the Trustees/Oversight Bishops, including any deed, mortgage, or other conveyance of assets that are to be sold, transferred, or encumbered.
 - (ii) Attest and seal, if necessary, any instrument as instructed to by the Board of Trustees/Oversight Bishops.
- (g) The Board of Trustees/Oversight Bishops shall be the final authority on all matters concerning Antioch, The Apostolic Church, Inc. **The Board of Trustees/Oversight Bishops shall have authority over all matters of doctrine and/or church discipline as specifically set forth in these By-Laws and the Articles of Faith. All members/attendees of Antioch, The Apostolic Church, Inc. shall be under the direct oversight authority of and be accountable to the Board of Trustees/Oversight Bishops including and especially the SENIOR BISHOP/BISHOP, SENIOR EXECUTIVE ELDER, and all members of the Antioch Executive Council. The SENIOR BISHOP/BISHOP will be delegated this authority to exercise when the Board of Trustees/Oversight**

Bishops is not in session as their specific spiritual representative to the entirety of Antioch, The Apostolic Church, but he must always be submitted and accountable to the Board of Trustees/Oversight Bishops for his use of this authority at all times. When the SENIOR BISHOP/BISHOP is absent from the immediate geographical area of the Corporation, the SENIOR EXECUTIVE ELDER will exercise this authority with the provision that he is likewise accountable at all times both to the Board of Trustees/Oversight Bishops and to the SENIOR BISHOP/BISHOP.

- (h) A quorum of the Board of Trustees/Oversight Bishops shall be five (5) members with the majority of the quorum, at all times, made up of At-Large members. If less than the full complement of At-Large members are a part of the quorum, the non-At-Large members shall recuse themselves from voting in the following order until the majority of voters which constitute the quorum is made up of a majority of At-Large members: First, the Secretary/Treasurer of the Corporation; Second, the Trustee who is the member of Antioch, The Apostolic Church, Inc. The purpose of this stipulation is so that the At-Large members always constitute a simple majority of all voters present and voting. If non-At-Large members are required to recuse themselves from voting, they may still participate in the Board of Trustees/Oversight Bishops meeting, but they will not have a legal vote.
- (i) A Trustee who is present at a Board of Trustees meeting is presumed to assent to any action of the Trustee Board unless his dissent is specifically entered into the minutes.
- (j) The Board of Trustees/Oversight Bishops shall:
 - (i) Keep an accurate record.
 - (ii) Allow inspection of the record by any bonafide Covenant Member of the corporation with a seven-day notice.

(iii) Hold regular meetings at least one (1) time a year on the premises of the Corporation.

(iv) Conduct special, unscheduled meetings of the Board of Trustees as they may be called by or at the request of the Chairman or Vice Chairman of the Board of Trustees/Oversight Bishops or by a majority of the full complement of the Board of Trustees. These specially called meetings may be held at the premises of the corporation, any other agreeable site, or may be held by way of an audio or video conference call with materials and necessary documents transferred by mail, email, facsimile machine, or any other available means. For meetings held other than by conference call, a written notice of not less than ten (10) days must be given.

(v) A 2/3 majority of the At-Large Board of Trustee members may call for a meeting at any time without the BISHOP'S agreement or approval.

(10) The Trustees/Oversight Bishops are not employees of the Corporation and will receive no kind of financial compensation/remuneration of any kind for their service to Antioch as a Trustee and/or for their participation in the duties, responsibilities, and functions of the Board of Trustees/Oversight Bishops. However, they shall be reimbursed for all of their expenses for attending a Board of Trustees/Oversight Bishops meeting.

ARTICLE FIVE

(FORMERLY ARTICLE FOUR)

ANTIOCH EXECUTIVE COUNCIL:

- (1) The "ANTIOCH EXECUTIVE COUNCIL," hereafter also known as the "AEC" or the "Executive Council," is established to assist and participate with both the SENIOR BISHOP/BISHOP and the SENIOR EXECUTIVE ELDER in the day to day oversight of and ministry to Antioch, The Apostolic Church, Inc. The Antioch Executive Council will at all times function directly under the authority and oversight of the Board of Trustees/Oversight Bishops.
 - (a) At no time will the Antioch Executive Council supercede or replace in any way the purpose, authority, function, etc. of Antioch's Board of Trustees/Oversight Bishops, neither will it attempt to usurp the Trustee Board's secular or spiritual authority over Antioch.

- (2) The Antioch Executive Council must never consist of less than seven (7) members with the SENIOR BISHOP/BISHOP of Antioch and the SENIOR EXECUTIVE ELDER always being members. ALL of the SENIOR ELDERS of Antioch's Congregations will always be members. Additional members of the Council will be drawn from the senior ministers of Antioch, The Apostolic Church, Inc. and will be know as Executive Elders. There is no limit to the possible number of members of the Executive Council.
 - (a) The SENIOR ELDERS of any new Congregation of Antioch must be made an official member of the Antioch Executive Council within one (1) year of the formation or endorsement of their specific Congregation and with the ratification of its affiliation with Antioch as a Congregation by the Board of Trustees/Oversight Bishops. This

stipulation does not apply to the leaders/Senior Elders of “affiliated” congregations which are not actual members of the corporation Antioch, The Apostolic Church, Inc.

- (3) To be eligible for membership in the Antioch Executive Council, the minister must have a license with a bonafide Apostolic Church organization. This provision is considered to be satisfied for those who have been issued a ministerial license from Antioch, The Apostolic Church, Inc. itself. Membership on the Antioch Executive Council will be by appointment by the SENIOR BISHOP/BISHOP and ratified by the Board of Trustees/Oversight Bishops. The appointed members will serve at the pleasure of the Board of Trustees. A minister can be removed at any time from the Antioch Executive Council either by the SENIOR BISHOP/BISHOP or by a 2/3 majority vote of the members of the Council. Any changes to the membership of the Antioch Executive Council must be communicated to the Board of Trustees/Oversight Bishops through any means in a timely manner. The removal of a member of the Antioch Executive Council through any means may be appealed to the Board of Trustees/Oversight Bishop, whose decision on this matter is final.
- (4) The Antioch Executive Council will meet whenever, wherever, however, and as often as is deemed necessary by the SENIOR BISHOP/BISHOP and/or the SENIOR EXECUTIVE ELDER. The purpose of the Antioch Executive Council is to provide oversight of all aspects of Antioch, The Apostolic Church, its ministers, its members, its ministries, its attendees, etc. Thus, the Antioch Executive Council will exercise the oversight authority of the Board of Trustees/Oversight Bishops over all matters in their absence, excepting the oversight of the financial/business matters of the corporation, in which matters the SENIOR BISHOP/BISHOP of Antioch is the direct daily representative of the Board of Trustees.

In addition, as defined in ARTICLE TWO (2) above, the Antioch Executive Council will be primarily responsible for overseeing the compliance with the Covenant (Voting) Membership requirements of Antioch, The Apostolic Church, Inc. and will be responsible for removing those who do not keep those requirements as defined and specified in ARTICLE TWO (2) above.

- (5) For a meeting of the Antioch Executive Council to be a valid meeting, the attendees must consist of at least either the SENIOR BISHOP/BISHOP of Antioch and/or the SENIOR EXECUTIVE ELDER AND all Senior Elders of all existing Congregations of Antioch, except as specifically excused by the SENIOR BISHOP/BISHOP of Antioch. A meeting of the Antioch Executive Council can be conducted and thus attended by any means either physically or electronically.

ARTICLE SIX

GENERAL OFFICERS:

- (1) The corporation shall have officers as designated and established by the Board of Trustees/Oversight Bishops. Said officers shall always include, AT LEAST:
 - (a) SENIOR BISHOP/BISHOP
 - (b) SENIOR EXECUTIVE ELDER
 - (c) Secretary/Treasurer of the Corporation.

- (2) THE OFFICE OF THE SENIOR BISHOP/BISHOP: To be eligible for the position of SENIOR BISHOP/BISHOP of Antioch, The Apostolic Church, Inc., the candidate must be an ordained minister of a bonafide Apostolic Church organization, he must believe, practice, and preach/teach the Oneness Apostolic message and believe and practice those Articles contained in the Articles of Incorporation, as Amended, the By-Laws, and the Articles of Faith of Antioch Church. He must be qualified according to I Timothy 3:1-7 as a Bishop.
 - (a) In the event of a forthcoming vacancy in the office of SENIOR BISHOP/BISHOP, i.e., the SENIOR BISHOP/BISHOP resigning, due to feeling the call to another work, OR in the event of his sudden removal, his death, or his total incapacitation, then the Board of Trustees/Oversight Bishops would oversee Antioch, The Apostolic Church, Inc. as "acting Bishop" until such time as the SENIOR EXECUTIVE ELDER can meet with the Board of Trustees and be examined for his current qualifications to serve in the capacity of SENIOR BISHOP/BISHOP and/or his willingness to serve has been pledged. His acceptance of this responsibility would require his resignation from the role of "Senior Elder" of which ever Congregation that he is presently serving. However, he would be allowed to

continue to serve his congregation until the Board of Trustees/Oversight Bishops installs him as BISHOP and approves, confirms, and installs his replacement as SENIOR ELDER of his former congregation.

In the event that the SENIOR EXECUTIVE ELDER declines to accept the office or is determined by unanimous vote of specifically the At-Large members of the Board of Trustees/Oversight Bishops only to not be qualified at that specific time to be the SENIOR BISHOP/BISHOP, then it shall be the solemn responsibility of the outgoing SENIOR BISHOP/BISHOP to present to the Board of Trustees/Oversight Bishops available candidates for consideration as SENIOR BISHOP/BISHOP. The candidates for BISHOP will be chosen from among the members of the Antioch Executive Council only.

In the event that the outgoing SENIOR BISHOP/BISHOP has vacated his office either because he has passed away or has been dismissed by the Board of Trustees/Oversight Bishops for cause, the entire AEC shall, by unanimous nomination only, recommend to the Board of Trustees names until one has been chosen by the Board of Trustees to serve Antioch in this capacity.

In this event, the entire Board of Trustees/Oversight Bishops shall select by voice vote their choice to be nominated as SENIOR BISHOP/BISHOP with a unanimous vote required for approval. The candidate shall then be presented to the church in a duly called business meeting and be ratified by a $\frac{3}{4}$ vote of bonafide Covenant Members of Antioch, The Apostolic Church, Inc. present and voting. If the candidate fails to receive ratification by the members, the Board of Trustees/Oversight Bishops must present a new candidate to the

members for ratification until such time that a candidate receives the necessary votes for **selection**. At no time will more than one name at a time be considered for the role of SENIOR **BISHOP/BISHOP**.

(b) The SENIOR BISHOP/BISHOP (**Founding Pastor/Bishop**) may not be removed from office, except with his mutual consent unless:

(i) In the case of moral misconduct or legally proven misuse of funds
OR a judicial judgement of guilt in the commission of a felony;

(ii) **Teaching doctrines contrary to the Articles of Faith of the Corporation and/or consistently violating the By-Laws of the Corporation.**

(iii) In the event that either i. or ii. is proven to be true, the Board of Trustees/Oversight Bishops may then remove the SENIOR BISHOP/BISHOP **by an unanimous vote of the At-Large Board of Trustees/Oversight Bishops members only** and by ratification for removal by $\frac{3}{4}$ majority of the bonafide **Covenant** Members of the congregation present at a duly called business meeting.

(iv) Medical Incapacitation

(v) The FOUNDING BISHOP of Antioch, The Apostolic Church, Inc. shall not be removed from office for any other cause for the duration of his life.

(c) The SENIOR BISHOP/BISHOP desiring to resign his office and leave the church must give the Board of Trustees/Oversight Bishops thirty (30) days notice. By mutual agreement, the time may be changed, however he will continue **in his office until the selection of his successor as defined above.**

- (d) In the event of sudden removal, death, or total incapacitation of both the SENIOR BISHOP/BISHOP and the SENIOR EXECUTIVE ELDER, the Antioch Executive Council shall preside over the worship services. As defined above, the Board of Trustees/Oversight Bishops shall preside over the selections of a new SENIOR BISHOP/BISHOP and SENIOR EXECUTIVE.
- (e) Should a vacancy occur in the office of the SENIOR BISHOP/BISHOP, there shall be no changes made in the Articles of Faith, the By-Laws, membership roll, At-Large members of the Board of Trustees/Oversight Bishops, or any the officers of the corporation during the entire time of such vacancy. Changes to any of these cannot be made until after the new SENIOR BISHOP/BISHOP has been in office for a minimum of one year.
- (f) The compensation/benefits of the SENIOR BISHOP/BISHOP shall be determined by an Employment Agreement executed between the SENIOR BISHOP/BISHOP and the Board of Trustees/Oversight Bishops. At all times, the SENIOR BISHOP/BISHOP is to be considered the employee of the Board of Trustees/Oversight Bishops acting for the Corporation. When the Board of Trustees/Oversight Bishops is not in session, all employees of the corporation are considered to work for the Board of Trustees/Oversight Bishops with the SENIOR BISHOP/BISHOP of Antioch being their representative.
- (g) The SENIOR BISHOP/BISHOP'S authority shall be the complete oversight and superintendence of all interests of the church and all of its employees, all departments of its work, both spiritual and temporal, not as Lord over God's heritage, but as a feeder of the flock of God, taking the oversight thereof, not by constraint, but willingly, not for filthy lucre, but of a ready mind. Insomuch as he is responsible for the guardianship and watch-care of all who are committed to his trust: He shall direct all business of any importance pertaining to the spiritual,

moral, and material affairs of the church; he shall call for and preside over business and church meetings and shall appoint committees when needed. No meetings of the church can be called or business transacted without the SENIOR BISHOP/BISHOP'S knowledge and consent.

- (3) THE OFFICE OF THE SENIOR EXECUTIVE ELDER: To be eligible for the position of the SENIOR EXECUTIVE ELDER of Antioch, The Apostolic Church, Inc., the candidate must be an ordained minister of a bonafide Apostolic organization, he must believe and preach the Oneness Pentecostal message and believe and practice those Articles contained in the Articles of Incorporation, as Amended, the By-Laws, and the Articles of Faith of this church. He shall be qualified according to I Peter 5:1-4 as an Elder.
- (a) In the event of a forthcoming vacancy in the office of SENIOR EXECUTIVE ELDER, i.e., the SENIOR EXECUTIVE ELDER resigning, due to feeling the call to another work, OR in the event of his sudden removal, his death, or his total incapacitation, the SENIOR BISHOP/BISHOP shall assume all of the responsibilities of the SENIOR EXECUTIVE ELDER until such time as he, with the approval of the Board of Trustees/Oversight Bishops, is prepared to appoint and install a new SENIOR EXECUTIVE ELDER.
- (b) The SENIOR EXECUTIVE ELDER may be removed from office by the SENIOR BISHOP/BISHOP with the approval of 3/4 vote of the At-Large members of the Board of Trustees/Oversight Bishops and/or by the full Board of Trustees/Oversight Bishops in the following cases:
- (i) Moral misconduct or legally proven misuse of funds;
 - (ii) Teaching of false doctrine or consistently violating the By-Laws or the Articles of Faith.
 - (iii) Being convicted of a felony.

- (c) The SENIOR EXECUTIVE ELDER desiring to leave the church must give the SENIOR BISHOP/BISHOP and the Board of Trustees/Oversight Bishops thirty (30) days notice. By mutual agreement, the time may be changed, however he will continue in office until the selection of his successor.
- (d) The compensation/benefits of the SENIOR EXECUTIVE ELDER shall be determined by an Employment Agreement executed between the SENIOR EXECUTIVE ELDER and the Board of Trustees/Oversight Bishops. The SENIOR EXECUTIVE ELDER shall be the employee of the Board of Trustees/Oversight Bishops with the SENIOR BISHOP/BISHOP being their representative.
- (e) The SENIOR EXECUTIVE ELDER'S authority shall be TO ASSIST THE SENIOR BISHOP/BISHOP in the complete oversight and superintendence of all interests of the church and its employees, all departments of its work, both spiritual and temporal, not as Lord over God's heritage, but as a feeder of the flock of God, taking the oversight thereof, not by constraints, but willingly, not for filthy lucre, but of a ready mind. Inasmuch as he is responsible for the guardianship and watch-care of all who are committed to his trust. He shall assist in directing all business of any importance pertaining to the spiritual, moral, and material affairs of the church; he shall call for and preside over business and church meetings in the absence of the SENIOR BISHOP/BISHOP and in his stead and with his approval, and shall appoint committees when needed. He shall be responsible for the spiritual well-being of the church body and shall be accountable to the SENIOR BISHOP/BISHOP and to the Board of Trustees/Oversight Bishops for this responsibility. He shall chair any meeting of the Antioch Executive Council in the absence of and with the knowledge of the SENIOR BISHOP/BISHOP.

(4) THE OFFICE OF THE SECRETARY/TREASURER OF THE CORPORATION:

- (a) The Secretary/Treasurer of the Corporation shall be appointed by the Board of Trustees/Oversight Bishops and ratified by a 3/4 majority. The Secretary/Treasurer of the Corporation shall serve at the pleasure of the Board of Trustees/Oversight Bishops. The Secretary/Treasurer of the Corporation shall be a voting member of the Board of Trustees/Oversight Bishops.
- (b) As long as the Office of the Secretary/Treasurer of the Corporation is held by the wife of the FOUNDING BISHOP, she cannot be removed from office as long as she lives. The Board of Trustees/Oversight Bishops will provide her assistance to continue to do her work as required as long as she desires to continue in this capacity. At such time as she chooses of her own volition to step down from the day to day responsibilities of this office, she will retain the responsibility to continue to provide oversight over her former responsibilities with the maintaining of her compensation for the rest of her life.
- (c) The Secretary/Treasurer of the Corporation shall act as the Comptroller of the Corporation and all purchases made by anyone authorized to make purchases in the name of the Corporation must have the Comptroller's permission to use funds for any purpose. The Comptroller answers directly to the Board of Trustees/Oversight Bishops only and is subject to no other authority in the performance of the duties required to perform this office. In the event that anyone including the SENIOR BISHOP/BISHOP and/or the SENIOR EXECUTIVE ELDER desires to use any funds deemed by the Comptroller to be unavailable, the Comptroller has the right to appeal to the Board of Trustees/Oversight Bishops to assist in assuring that the Corporation is not put into any jeopardy by the use of any funds or assets.

(d) The SECRETARY/TREASURER OF THE CORPORATION may be removed from office by the SENIOR BISHOP/BISHOP with the approval of 3/4 vote of the At-Large members of the Board of Trustees/Oversight Bishops and/or by the full Board of Trustees/Oversight Bishops for the following:

- (i) Moral misconduct or legally proven misuse of funds;
- (ii) Teaching of false doctrine or consistently violating the By-Laws or the Articles of Faith.
- (iii) Conviction of a Felony.

(e) The compensation/benefits of the Secretary/Treasurer of the Corporation shall be determined by an Employment Agreement executed between the Secretary/Treasurer of the Corporation and the Board of Trustees/Oversight Bishops. The Secretary/Treasurer of the Corporation shall be the employee of the Board of Trustees/Oversight Bishops with the SENIOR BISHOP/BISHOP being their representative.

(4) THE OFFICE OF THE SENIOR ELDER OF A CONGREGATION OF ANTIOCH:

To be eligible for the position of the SENIOR ELDER of a Congregation of Antioch, The Apostolic Church, Inc., the candidate must be an ordained minister of a bonafide Apostolic organization, he/she must believe and preach the Oneness Pentecostal message and believe and practice those Articles contained in the Articles of Incorporation, as Amended, the By-Laws, and the Articles of Faith of this church. He/she shall be qualified according to I Peter 5:1-4 as an Elder.

(a) In the event of a vacancy in the office of a Congregation's SENIOR ELDER, i.e., the SENIOR ELDER resigning, due to feeling the call to another work, OR in the event of his sudden removal, his death, or his total incapacitation, the SENIOR BISHOP/BISHOP shall assume all of the responsibilities of the SENIOR ELDER of that Congregation

until such time as he, with the approval of the Board of Trustees/Oversight Bishops, is prepared to appoint and install a new SENIOR ELDER of the Congregation.

- (b) The SENIOR ELDER may be removed from office by the SENIOR BISHOP/BISHOP with the approval of 3/4 vote of the At-Large members of the Board of Trustees/Oversight Bishops and/or by the full Board of Trustees/Oversight Bishops in the following cases:
 - (i) Moral misconduct or legally proven misuse of funds;
 - (ii) Teaching of false doctrine or consistently violating the By-Laws or the Articles of Faith.
 - (iii) Being convicted of a felony.
- (c) The SENIOR ELDER desiring to leave the ministry to his/her Congregation must give the SENIOR BISHOP/BISHOP and the Board of Trustees/Oversight Bishops thirty (30) days notice. By mutual agreement, the time may be changed, however he will continue in office until the selection of his successor.
- (d) The compensation/benefits of the SENIOR ELDER shall be determined by an Employment Agreement executed between the SENIOR ELDER and the Board of Trustees/Oversight Bishops. The SENIOR ELDER shall be the employee of the Board of Trustees/Oversight Bishops with the SENIOR BISHOP/BISHOP being their representative.
- (e) The SENIOR ELDER'S authority shall be to Shepherd the flock of the Congregation to which God and the Bishop has assigned them having the complete day to day oversight and superintendence of all interests of the Congregation and its specific employees, all departments of its work, both spiritual and temporal, not as Lord over God's heritage, but as a feeder of the flock of God, taking the oversight thereof, not by constraints, but willingly, not for filthy lucre, but of a ready mind. Inasmuch as he/she is responsible for the guardianship and

watch-care of all who are committed to his/her trust. Under the oversight of the Board of Trustees, the BISHOP, and the AEC, he/she shall assist in directing all spiritual business of any importance pertaining to the spiritual, moral, and material affairs of the Congregation. He/she shall be responsible for the spiritual well-being of the church body and shall be accountable to the SENIOR BISHOP/BISHOP, the AEC, and to the Board of Trustees/Oversight Bishops for this responsibility.

- (5) In order to hold any other office deemed necessary to be instituted for the good order of and to fulfill the purposes of the Corporation as specified in the By-Laws and the Articles of Faith, the candidate must be a **Covenant Member** in good standing of Antioch, The Apostolic Church, Inc. In the event of temporary suspension of or permanent removal from membership in the Corporation such action will immediately terminate such person from his/her position.
- (6) In addition to the foregoing, the Board of Trustees/Oversight Bishops may grant to the SENIOR BISHOP/BISHOP and/or the SENIOR **EXECUTIVE** ELDER, the right to nominate and appoint, subject to confirmation of the Board of Trustees/Oversight Bishops, the officers of the corporation.
- (7) Any officer, except the SENIOR BISHOP/BISHOP, the SENIOR **EXECUTIVE** ELDER, **and/or SENIOR ELDER of a Congregation** may be removed without recourse by the Board of Trustees/Oversight Bishops whenever in their judgment the best interests of the corporation would be served thereby.

ARTICLE SEVEN

THE DUTIES OF THE OFFICERS OF THE CORPORATION:

- (1) The SENIOR BISHOP/BISHOP shall:
 - (a) Preside at all meetings of the membership.
 - (b) Appoint committees to perform the work designated to be done by the Board of Trustees/Oversight Bishops.
 - (c) Shall preside over all meetings of the Antioch Executive Council.
 - (d) Sign every membership card or certificate of membership of the body OR designate this responsibility to the Senior Elders of each Congregation if he chooses to do so.
 - (e) Oversee all of the general work of the organization including acting as General Manager and Chief Executive Officer of all operations.
 - (f) Lead and give spiritual direction including and especially the setting and teaching of the doctrine of the organization.

- (2) The SENIOR EXECUTIVE ELDER shall assist the SENIOR BISHOP/BISHOP in the following areas of ministering to and the administration of the church and the corporation and perform any and all of the below listed responsibilities as they are delegated to him by the SENIOR BISHOP/BISHOP either on a temporary or permanent basis:
 - (a) Preside at all meetings of the membership.
 - (b) Appoint committees to perform the work designated to be done by the SENIOR BISHOP/BISHOP and/or Board of Trustees/Oversight Bishops.
 - (c) Sign every membership card or certificate of membership of the body.
 - (d) Oversee all of the general work of the organization including acting as General Manager and Chief Executive Officer of all operations.

- (e) Lead and give spiritual direction including and especially give evangelistic thrust to the organization.
- (f) Teach the doctrine as set by the SENIOR BISHOP/BISHOP.

(3) The Secretary/Treasurer of the Corporation shall:

- (a) Take minutes and preserve records of all business meetings of the organization including the Board of Trustees/Oversight Bishops and general membership meetings.
- (b) See that all notices for meetings are given in accordance with the Articles of Incorporation, as amended, and the By-Laws.
- (c) Keep accurate records of all financial matters delegated to him/her by the SENIOR BISHOP/BISHOP and/or the SENIOR EXECUTIVE ELDER.
- (d) Be the custodian of all corporate records and see to all necessary corporate filings.
- (e) Be the custodian of and maintain all membership rolls and records.
- (f) Provide the SENIOR BISHOP/BISHOP and/or the SENIOR EXECUTIVE ELDER with update information concerning the faithfulness of all members of Antioch concerning the paying of tithes and the giving of offerings.
- (g) Sign all checks drawn on church accounts and /or designate others to be authorized to sign checks under his/her supervision.

(2) The SENIOR ELDER of a CONGREGATION shall assist the SENIOR BISHOP/BISHOP in the following areas of ministering to and the spiritual and natural administration of the Congregation to which they are called and perform any and all of the below listed responsibilities as they are delegated to him/her by the SENIOR BISHOP/BISHOP either on a temporary or permanent basis:

- (a) Be accountable for all of the members/attendees under their care and oversight.

- (b) Appoint committees to perform the work designated to be done by the SENIOR BISHOP/BISHOP, the AEC, and/or Board of Trustees/Oversight Bishops.
- (c) Sign every membership card or certificate of membership of the Church Corporation.
- (d) Oversee all of the general work of the Congregation including acting as Manager and Supervisor of all operations of the Congregation.
- (e) Lead and give spiritual direction including and especially give evangelistic thrust to the Congregation.
- (f) Teach the doctrine as set by the SENIOR BISHOP/BISHOP and the Articles of Faith of the Corporation.
- (g) Work in harmony and unity with all of the other Congregations of Antioch Church.
- (h) Work in harmony, cooperation with, and in full participation of the vision and direction set by the BISHOP and the AEC for all of Antioch.

ARTICLE EIGHT

ANTIOCH IS CONSTITUTED AS A MULTI-CONGREGATION CHURCH.

- (1) Antioch, The Apostolic Church, Inc. exists as a multi-congregation Church. This is defined as one Church meeting at more than one location each week with a SENIOR ELDER providing pastoral care and oversight of that specific location/congregation. There is no limit to the number of congregations that Antioch can have. As equal members of one corporate body, all congregations come under the jurisdiction of the 501(c)3 of Antioch, The Apostolic Church, Inc. The SENIOR ELDER of a Congregation of Antioch may be either a male or female as the Lord God decides.

- (a) As one body and one corporation, all congregations shall be under, included in, and governed by the Articles of Incorporation, as Amended and the By-Laws of the Corporation; and furthermore, the congregation and its SENIOR ELDER pledge to be faithful to the Articles of Faith of the Corporation in all communication and ministry venues and methods.
- (i) Any verified violation of any of these obligations will result in immediate action being taken as considered appropriate by the Antioch Executive Council.
- (ii) Upon sufficient proof of a pattern of violations, the matter will be referred to the Board of Trustees/Oversight Bishops for their decision on the future of either the leader of the congregation or the continued affiliation of the Congregation with the Corporate body of Antioch, The Apostolic Church, Inc.
- (b) All funds from all of the Congregations of Antioch and all other sources will be held by the Secretary/Treasurer of the Corporation. All funds become the property of Antioch, The Apostolic Church, Inc. No Congregation or ministry will have claim to any of the funds as belonging specifically to their congregation/ministry except those funds raised as designated offerings. All financial obligations of any congregation or ministry will be paid for from these funds. No congregation has the authority to retain possession of any funds obtained by the congregation through any means. Designated offerings given to or received by the congregation will be held in escrow for the specific purpose for which the offerings/funds were received. No designated offerings will be received without the prior approval of the BISHOP of Antioch.

- (i) The Senior Elder of any specific congregation does not have the authority to make financial commitments for the congregation, make purchases, hire employees, etc. Only the Board of Trustees has that authority for the Corporation and/or the Senior Bishop/Bishop as their designee.
 - (ii) A request for the use of funds including any purchases over a predetermined spending limit must be made in advance either in person, by phone, or by email to the Secretary/Treasurer (Comptroller) of the Corporation.
- (2) Upon either the request for disassociation of a congregation from the corporation of Antioch, The Apostolic Church, Inc. or the removal of a congregation by the Board of Trustees/Oversight Bishops, the congregation would be notified that it is no longer under any natural or spiritual covering of protection or oversight by the Board of Trustees/Oversight Bishops, the Bishop of Antioch, and/or any legal documents or status of Antioch, The Apostolic Church, Inc. Upon this notification, the congregation will no longer give any funds to Antioch and neither will it be given funds by Antioch. Furthermore, the congregation will be removed from the insurance policy of the corporation once all real property either owned or leased by the Corporation is vacated.
 - (i) Upon this dissolution of fellowship and association, all real property either owned by the corporation or leased by the corporation will be vacated by the congregation in a reasonable time period, this time period is not to exceed 90 days without the specific approval of the Board of Trustees/Oversight Bishops.
 - (ii) All designated funds raised or received by the Congregation will remain in the possession of Antioch, The Apostolic Church, Inc. and will be used in a manner as determined by the Board of Trustees.

(iii) All equipment, vehicles, etc. purchased by Antioch for the congregation's use will be surrendered to the corporation in a reasonable amount of time. The only exception to this would be equipment, vehicles, etc. purchased with designated funds raised by the congregation for their purchase. In this case, ownership of the equipment, vehicles, etc. will be surrendered by the corporation to the congregation in an expeditious manner.

(3) If the Senior Elder of the Congregation that is withdrawing from Antioch, The Apostolic Church, Inc. is an employee of the Corporation, their employment status will terminate immediately in accordance with the terms of their current Employment Contract.

ARTICLE NINE

AMENDMENT TO BY-LAWS, ARTICLES OF INCORPORATION, ARTICLES OF FAITH:

- (1) The By-Laws, the Articles of Incorporation as Amended, and the Articles of Faith of this corporation can only be changed by being approved by a $\frac{3}{4}$ vote of the Board of Trustees/Oversight Bishops and ratified by a $\frac{3}{4}$ vote of voting members present at a duly called Business Meeting.
- (2) No changes (amendments, alterations, additions, deletions, etc.) to any of the defining documents as listed in (1) above can take affect until after 12 months from the date of their passage by both the Board of Trustees/Oversight Bishops and the voting constituency of the Corporation.

ARTICLE TEN

EMPLOYMENT POLICIES:

- (1) All officers and full time employees of the church must have an Employment Agreement that is approved and executed by the Board of Trustees/Oversight Bishops. All Employment Agreements between the Corporation and its employees shall be drafted by the SENIOR BISHOP/BISHOP of the Corporation and ratified by the Board of Trustees/Oversight Bishops. It is too be understood by all employees that they are employed by the Board of Trustees/Oversight Bishops as the official and legal representatives of the Antioch, The Apostolic Church, Inc. and not by any individual employee of the Corporation including but not limited to the SENIOR BISHOP/BISHOP, the SENIOR **EXECUTIVE** ELDER, etc.

(2) In the employment agreement of the FOUNDING BISHOP, there must be included a provision that the term of office for the SENIOR BISHOP/BISHOP shall be without expiration, non-retiring, and for life.

CERTIFICATE OF PASSAGE AND RESOLUTION OF BY-LAWS:

We hereby certify under penalties of perjury that the foregoing By-Laws were adopted **as Amended** by the Board of Trustees/Oversight Bishops and the general membership of Antioch, The Apostolic Church, Inc. at duly called meetings of each body on **the ??? day of December, 2019.**

Witness

Chester M. Wright
Bishop of Antioch, The Apostolic Church, Inc.
Chairman of Board of Trustees
/Oversight Bishops

Witness

Alice Fay Wright
Secretary/Treasurer of the Corporation