**CONSTITUTION AND BYLAWS**

**OF**

**HIS PEOPLE CHURCH**

**CONSTITUTION**

**PREAMBLE**

We declare and establish this constitution to preserve and secure the principles of our faith and to govern the church body in an orderly manner. This constitution will preserve the liberties of each individual church member and the freedom of action of this body in relation to other churches.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of the Corporation is “His People.” This corporation will be further referred to in these by-laws as the “CHURCH.” The Church maintains its principal office at 7231 Mountain Mist Ln, Knoxville TN 37918; meeting place at 7709 Westland Drive, Knoxville TN 37919 and the mailing address will be 1143 Oak Ridge Turnpike, Suite 107A-165, Oak Ridge TN 37830. The Elders of the Church shall have full power and authority to change the principal office or mailing address from these locations to another. The change in meeting place however will need to be affirmed by majority vote by \**Eligible Members* (\*See ARTICLE VI Section V). Any change of location shall be recorded by the Secretary in these bylaws opposite of this section and shall be amended to state the new location.

**ARTICLE II**

**NON-PROFIT STATUS**

The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, unless any law shall be repressive in scope and/or nature, that it is our duty to democratically oppose it on the basis of the right of free exercise of religious beliefs and peaceable assembly.

**ARTICLE III**

**PURPOSE & VALUES**

**A. PURPOSE**

The purpose of His People is to glorify God and be transformed into the image of Jesus Christ.

We will wholeheartedly commit ourselves to the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28-19-21).

**B. VALUES**

1. We value the power of God's sanctifying Word to transform lives.
2. We value deep commitment to Christ, our families and to our Church family.
3. We value personal and family Bible Study in our homes.
4. We value a commitment to prayer together as a congregation and in our homes.
5. We value scripture memorization and application.
6. We value Christ's command to ‘Go make disciples’ over trying to make church ‘attractive' to the world.
7. We value missions and ministry cooperation with other like-minded churches.
8. We value team work in all areas of our church ministry and discipleship.
9. We value a simple church model with fewer programs ensuring deep rather than broad commitment.
10. We value ‘whole family ministry’ over separating the body into age categories

**ARTICLE IV**

**STATEMENT OF FAITH**

**A. THE SCRIPTURES**

We believe the Holy Scriptures of the Old and New Testament to be the verbally inspired word of God, the final authority for faith and life, inerrant in the original writings, infallible and God–breathed (2 Tim. 3:16, 17; 2 Peter 1:20, 21; Matt. 5:18; John 16:12,13).

**B. THE GODHEAD**

We believe in one Triune God, eternally existing in three persons––Father, Son, and Holy Spirit; co–eternal in being, co–eternal in nature, co–equal in power and glory, having the same attributes and perfections (Deut. 6:4; 2 Cor. 13:14).

**C. THE PERSON AND WORK OF CHRIST**

We believe that the Lord Jesus Christ, the eternal Son of God, became man without ceasing to be God, having been conceived by the Holy Spirit, and born of the Virgin Mary, in order that He might reveal God and redeem sinful man (John 1:1, 2, 14; Luke 1:35). We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice, and that our justification is made sure by His literal, physical resurrection from the dead (Rom. 3:24; 1 Peter 2:24; Eph. 1:7; 1 Peter 1:3–5). We believe that the Lord Jesus Christ ascended into heaven and is now exalted at the right hand of God, where, as our High Priest, he fulfills the ministry as Representative, Intercessor, and Advocate (Acts 1:9, 10; Heb. 7:25, 9:24; Rom. 8:34; 1 John 2:1–2).

**D. THE PERSON & WORK OF THE HOLY SPIRIT**

We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; and that He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption. (John 16:8–11; 2 Cor. 3:6; 1 Cor.12:12–14; Rom. 8:9; Eph. 1:13-14; Eph. 5:18)

**E. THE TOTAL DEPRAVITY OF MAN**

We believe that man was created in the image and likeness of God, but that through Adam’s sin the race fell, inherited a sinful nature, and became alienated from God; man is totally depraved, and of himself utterly unable to remedy his lost condition (Gen. 1:26, 27; Rom. 3:22, 23, 5:12; Eph. 2:1–3, 12).

**F. SALVATION**

We believe that salvation is the gift of God brought to man by grace and received by personal faith in the Lord Jesus Christ, whose precious blood was shed on Calvary for the forgiveness of our sins (Eph. 1:7,  2:8–10; John 1:12; 1 Peter 1:18–19).

**G. ETERNAL SECURITY AND ASSURANCE OF BELIEVERS**

We believe that all the redeemed, once saved, are kept by God’s power and are thus secure in Christ forever (John 6:37–40, 10:27–30; Rom. 8:1, 38, 39; 1 Cor. 1:4–8; 1 Peter 1:5). We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God’s Word which clearly forbids the use of Christian liberty as an occasion to gratify the flesh (Rom. 13:13, 14; Gal. 5:13; Titus 2:11–15).

**H. THE MINISTRY AND SPIRITUAL GIFTS**

We believe that God is sovereign in the bestowing of spiritual gifts. It is, however, the believer’s responsibility to attempt to develop their sovereignly given spiritual gift(s). The baptism of the Holy Spirit occurs at conversion and is the placing of the believer into the Body of Christ. We also believe that particular spiritual gift(s) are neither essential, nor do they prove the presence of the Holy Spirit, nor are an indication of deep spiritual experience (1 Cor. 12:7, 11, 13; Eph. 4:7–8). We believe that God does hear and answer the prayer of faith, in accordance with His own will, for the sick and afflicted (John 15:7; 1 John 5:14, 15). We believe that it is the privilege and responsibility of every believer to minister according to the gift(s) and grace of God that is given to him (Rom 12:1–8; 1 Cor. 13; 1 Peter 4:10–11).

**I. THE CHURCH**

We believe that the church, which is the body and espoused bride of Christ, is a spiritual organism made up of all born–again persons (Eph. 1:22, 23; 5:25–27; 1 Cor. 12:12–14; 2 Cor.11:2). We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament Scriptures (Acts 14:27, 18:22, 20:17; 1 Tim. 3:1–3; Titus 1:5–11). We believe in the autonomy of the local churches, free of any external authority and control (Acts 13:1–4, 15:19–31, 20:28; Rom. 16:1, 4; 1 Cor. 3:9, 16; 5: 4–7, 13; 1 Peter 5:1–4). We recognize believer’s baptism and the Lord’s supper as scriptural means of testimony for the church (Matt. 28:19, 20; Acts 2:41, 42; 18:8; 1 Cor. 11:23–26).

**J. HUMAN SEXUALITY**

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery and pornography are sinful perversions of God’s gift of sex. We believe that God rejects any attempt to alter one’s gender by surgery or appearance. We believe that the only legitimate marriage is the joining of one man and one woman. (Genesis 2:24; 19:5, 13; 26:8-9; Leviticus 18:1-30; Romans 1:26-29; Romans 7:2; 1 Corinthians 5:1; 6:9; 1 Corinthians 7:10; Galatians 3:28; Ephesians 5:22-23; Colossians 3:18; 1 Thessalonians 4:1-8; 1 Timothy 2:8-15; 3:4-5, 12; Hebrews 13:4). We believe that men and women are spiritually equal in position before God but that God has ordained distinct and separate spiritual functions for men and women in the home and the church. The husband is to be the leader of the home and men are to be the leaders (Pastors and Overseers) of the church. Accordingly, only men are eligible for licensure and ordination by the church to preach.

**ARTICLE V**

**AFFILIATION**

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing however, the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions, and is in harmony with the 'Baptist Faith & Message 2000' of the Southern Baptist Convention and ‘The 1689 London Baptist Confession of Faith’

**ARTICLE VI**

**MEMBERSHIP**

**SECTION I: General Membership**

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

**SECTION II: Qualifications for Membership**

A. A personal commitment of faith in Jesus Christ for salvation.

B. Baptism by immersion.

C. A written testimony of salvation.

C. Completion of the Church’s Discipleship and Membership course

D. The signing of and a commitment to abide by the membership covenant

(See: Article VI Section IV).

Nothing in Article VI shall be construed as limiting the right of the Church to refer to persons associated with it, as “members”. However, no such referral shall constitute any such person to be a member.

**SECTION III: Designation of Membership**

In an effort to properly reflect the membership for the church, the roll shall be updated periodically.

1. Only members who are currently active in the Church will be classified as Members.
2. Members that have not attended or participated in the worship service for one year or longer will not be classified as Members. With the exception of those who have cause not to attend due to:
	* 1. Health or disability
		2. A temporary contract for out-of-town work or schooling
		3. Mission Work in partnership with the Church

**SECTION IV: Responsibilities of Membership**

The responsibilities of membership are described in the following *membership covenant*, which is to be signed at the completing of the membership course.

1. I will do my best to work toward and protect the unity of my church…
	1. by actively loving my fellow members from a pure heart (1 Peter 1:22)
	2. by refusing to gossip or break down my fellow members (Ephesians 4:29)
	3. by respecting the authority of the leaders of my church (Hebrews 13:17)
2. I will share the responsibility of my church
3. by faithfully praying for our church (1 Thessalonians 1:2)
4. by living a godly life before others and inviting them into our fellowship (Matthew 5:16)
5. by warmly welcoming those who are new to the church or the faith (Romans 15:7)
6. I will serve the ministry of my church
7. by developing a servant’s heart (Philippians 2:3-4, 7)
8. by using my gifts and talents to care for and encourage my fellow members (1 Peter 4:10)
9. by being equipped to serve by my pastor and teachers (Ephesians 4:11-12)
10. I will support the ministry of my church
11. by faithfully attending and participating in the worship service (Hebrews 10:25)
12. by being involved in the mission of discipleship and outreach (Matt 28:19-20)
13. by giving regularly to the ministry of this church (2 Corinthians 9:6-7)

 **SECTION V: Voting Rights for *Eligible* Members only**

Members shall be deemed eligible with full voting rights if they have *faithfully* attended worship services for three (3) months prior to a congregational vote. *‘Faithful*’, will mean attending more than half (½) of the scheduled worship services leading up to the members meeting. In the case of new members who joined during the three-month window: faithful attendance will mean attending more than half (½) of all the worship services between their date of membership and the date of member meeting.

Every Eligible Member shall have the right to vote on the following matters:

1. The disposition of assets of the Church.

2. The merger or dissolution of the Church.

3. The acquisition of real property and related indebtedness to that real property only.

4. Amending the Articles of Incorporation or Bylaws of the Church.

5. The calling or removing of a Senior Pastor.

Each member voting must be the age of 18 or older and is entitled to one vote. Voting by proxy is prohibited.

**SECTION VI: Termination of Membership**

 Members shall be removed from the Church roll for the following reasons:

1. Personal request of the member.

2. Transfer of membership to another church.

3. Inactive for a period of one (1) year or more.

4. Death.

1. 5. Dismissal by the Elders according to the following conditions:
	1. The member’s life and conduct are not in accordance with the membership covenant in such a way that the member disrupts the unity or ministry of the Church family internally or hinders the influence of the Church in the community.
	2. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

**SECTION VII: Restoration of Members**

If a previously dismissed member’s repentant lifestyle is unanimously considered genuine by the church Elders, and such person is committed to be in fellowship once more in accordance with the membership Covenant. Then, the Elders of the church shall recommend such person to the congregation for restoration and reconciliation, according to the spirit of 2 Corinthians 2:1-8. The individual must be affirmed by three fourths (¾) of the majority of eligible voting members and will serve as a fully functioning member of the church. Yet, if such person previously served in a leadership capacity, they will not be automatically reinstated to that role. They will serve a probationary period until they are deemed eligible for such role by the Elders of the church.

**ARTICLE VII**

**MEMBERSHIP MEETINGS**

**SECTION I: Place**

Meetings of the members shall be held at the Church’s regular meeting place or the principal office of the Church or at such other place or places the Elders may designate from time to time.

**SECTION II: General Meetings**

A general meeting of the members shall be held at least once each year or at such time as determined by the church Elders. The purpose of this meeting shall be to affirm an annual budget and affirm the Elders of the church. Subject to Section IV of this Article, other proper business may be conducted at this meeting.

**SECTION III: Special Meetings**

The collective Elders or the Senior Pastor may for any reason call special meetings at any time by giving notice to the members in accordance with Section IV of this Article.

**SECTION IV: Notice Requirements for Membership Meetings**

A. General requirements.

Whenever members are required or permitted to take any action at a meeting, notice will be requested and or given two (2) weeks prior to the meeting. Notification of membership meetings shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a membership meeting.

 1. Announcement of the meeting by phone, electronic mail or text message

 2. Spoken announcement to the congregation at a Sunday service.

B. Notice of certain agenda items.

Approval by the members of any of the following proposals is valid only if two (2) weeks prior notice to the meeting is given. Waiver of notice will only be valid if approved by three fourths (¾) majority vote to do so and must specify the general nature of the proposal:

 1. Calling or removing the Senior Pastor;

 2. Amending the Articles of Incorporation;

 3. Adopting, amending or repealing Bylaws;

 4. Disposing of all or substantially all of the Church’s assets;

 5. Adopting or amending a merger agreement;

 6. Approving the acquisition of real property and related indebtedness;

 7. Approving the election to dissolve the Church;

 8. Approving the annual church budget

**SECTION V: Quorum**

One quarter (¼) of eligible voting members present at a meeting duly noticed and called will constitute a quorum of the members for the transaction of business.

**ARTICLE VIII**

**ELDERS / LEADERSHIP TEAM**

 **SECTION I: Office of Elder or Overseer**

The Elders will serve as overseers of the church (1 Timothy 3:1-2; 1 Peter 5:1-3). All the activities and affairs of the Corporation shall be exercised by or under the direction of the Collective Elders, who are responsible for shepherding and having oversight of the flock.

Elders shall include the Senior Pastor; and any ordained pastors *currently* serving on the Elder Team. Such a team shall be appointed by the Senior Pastor and must be affirmed by 100% of the currentElders and a three fourths (¾) majority vote of the eligible voting church members.

**SECTION II: Number and Term**

The authorized number of Elders shall not be less than one (1), and the preferred number shall be three (3). The maximum number shall not exceed 1/10th of the congregation total. The Elders shall consist of ordained Pastors as defined by 1 Timothy 3:1-7 and Titus 1:6-9. Each Elder may serve successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal.

**SECTION III: Duties and Responsibilities**

The Oversight of the Elders shall include the following:

1. That the Scriptures are accurately taught in all services and meetings

2. Oversight of all worship services and ministries of the church

3. Determine and lead the church vision, ministry and mission agenda

4. Set the church calendar

5. Pastoral care and Church discipline

5. Determine the church budget\*

 *\*Which shall be affirmed by a three fourths (¾) majority vote of the eligible voting church members.*

**SECTION VI: Powers**

 A. General corporate powers.

 Subject to the provisions and limitations of the Nonprofit Religions Corporation Law and

 any limitations in the Articles of Incorporation and the Bylaws, the activities, business and

 affairs of the church shall be conducted and all corporate powers shall be exercised by or

 under the direction of the Elders.

 B. Specific Powers.

Without prejudice to the general powers set forth above, and subject to the same

limitation, the Elder shall have the power to:

* 1. Select and remove all officers, agents and employees of the Church except the Senior Pastor; prescribe any powers and duties for them that are consistent with the law, and with the Articles of Incorporation within these Bylaws;
	2. Change the principal executive office or the principal business office of the Church in the State of Tennessee from one location to another, and designate any place within or outside the State or Tennessee for the holding of any meeting or meetings of the Elders
	3. Adopt, make and use a corporate seal and alter the form of the seal; borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church’s purposes, and in the Church’s name, promissory notes and other evidences of debt and securities;
	4. Exercise all other powers conferred by the corporation Law or other applicable laws.

**SECTION VII: Quorum**

A majority of the Elders must be present and voting at a meeting duly called and noticed in order to constitute a quorum. Every action taken or decision made by a majority of the Elders present at a meeting duly held at which quorum is present shall be the act of the Elders, subject to the provisions of the Corporation Law

**ARTICLE IX**

 **Meetings of the Elders**

**SECTION I: Place of Meetings**

Regular or special meetings of the Elders may be held at any place within or outside the State of Tennessee that has been designated from time to time by resolution of the Elders. In the absence of such designation, meetings should be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Elders may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special may be held by conference telephone or similar communication equipment, as long as all Elders are participating in the meeting and can hear one another. All such Elders shall be deemed to be present in person at such meetings.

**SECTION II: Regular Meetings**

Regular meetings of the Elders may be held without notice if the time and place of such meetings are fixed by resolution of the Elders.

**SECTION III: Special Meetings**

A. Authority to Call

Special meetings of the Elders may be called for any purpose and at any time by the Senior Pastor or any other Elders.

B. Notice

1. 1. Manner given
2. Notice of the time and place of special meetings shall be given to each Elder by one of the
3. following methods;
	1. by personal / face to face communication,
	2. by electronic mail, text, telephone communication, either directly to the Elder or to a person at the Elder’s office or home who the person giving notice has reason to believe will promptly communicate the notice to the Elder.
4. 2. Time Requirements

Notices given by personal delivery, telephone, text and e-mail shall be delivered, or sent to the elder at least twenty-four (24) hours prior to the meeting.

1. Notice of Contents

The notice shall state the time and place for the meeting. However, the notice does not

 need to specify the place of the meeting if the special meeting is to be held at the Church’s

 principal office. The notice does not need to specify the purpose of the meeting.

**SECTION IV: Quorum**

Those Elders present and voting at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Elders present at a meeting duly held at which a quorum is present shall be the act of the Elders, subject to the provisions of the Corporation Law.

**SECTION V: Waiver of Notice**

The transactions of any meeting of the Elders, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Elders not present signs a written waiver of notice, a consent to holding the meeting, and approves the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Elder who attends the meeting without protesting before or at its commencement about the lack of notice.

**SECTION VI: Action Without Meeting**

Any action required or permitted to be taken by the Elders may be taken without a meeting, if all of the Elders individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Such written consent or consents shall be filed with the minutes of the proceedings of the Elders.

**ARTICLE X**

**OFFICERS**

**SECTION I: Officers**

The officers of the Church shall be a Senior Pastor, the Church Treasurer, and a designated member of the church. The Senior Pastor shall serve as the President of the Church. The Treasurer shall act as Financial Minister. A designated member shall act as the Financial Secretary of the Church.

1. The Financial Secretary shall aid the Treasurer in receiving all monies of the church and record the same as directed by the church. Thereby ensuring integrity, accountability and the trust of the church (2 Corinthians 10:20).
2. The Treasurer shall keep a true and fair report of all receipts and disbursements and make a full budget report before the members at an annual meeting. The Treasurer shall also compile monthly financial statements made accessible to the members.

**SECTION II: Election of Officers**

The Senior Pastor of the Church shall be called by the members at a membership meeting. All other officers of the Church shall be chosen by the Elders and each shall serve at the pleasure of the Elders, subject to the rights, if any, of an officer under any contract of employment.

**SECTION III: Removal of Officers**

The Senior Pastor may be removed, with or without cause, only by the members of the church at a regular or special membership meeting. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by the Elders at any regular or special meeting of the Elders.

**SECTION IV: Vacancies in Offices**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in the Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

**ARTICLE XI**

**DEACONS, DEACONESS’ and USHERS**

**SECTION I: Officers of Service**

**Deacons**

The Deacons shall consist of church members possessing the qualifications described in 1 Timothy 3:8–13 and may be nominated annually by members of the church. The Board of Elders will compile, review and, at its sole discretion, confirm or disapprove each of the nominations. The Elders shall post written notice in January of each year of the deacons serving that year. The Deacons shall serve for a term of one (1) year.

The Deacons shall assist the Elders in the shepherding of the saints, assisting the Elders at Communion and baptismal services, aid in the general spiritual care of the church, and shall assist in the care and visitation of the sick and needy and perform other duties as assigned by the Elders. A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and found above reproach.

**Deaconess’**

The Deaconesses shall consist of church members possessing the qualifications described in 1 Timothy 3:11 and Titus 2:3–5 and may be nominated annually by members of the church. The Board of Elders will compile, review and, at its sole discretion, confirm or disapprove each of the nominations. The Elders shall post written notice in January of each year of the deaconesses serving that year. The Deaconesses shall serve for a term of one (1) year.

The Deaconesses shall, assist the Elders in the shepherding of the saints, particularly but not limited to ministry toward female saints and widows. Assisting the Elders at Communion and baptismal services, aid in the general spiritual care of the church, and shall assist in the care and visitation of the sick and needy and perform other duties as assigned by the Elders. A Deaconess shall be dignified, not a malicious gossip, temperate, and faithful in all things.

**Ushers**

The Ushers shall consist of church members to be nominated annually by members of the church. The Elders will compile, review and, at their sole discretion, confirm or disapprove each of the nominations. The Elders shall post written notice in January of each year of the ushers serving that year. Ushers shall serve for a term of one (1) year. They shall act as church ushers, greeters at the door, church collectors, and assist the Elders in the services in such matters as he deems necessary. An Usher shall meet the qualifications enumerated for a Deacon or Deaconess in Section 1 and 2 above.

**SECTION II: Election of Officers of Service**

All other officers of the Church shall be chosen by the Elders and each shall serve at the pleasure of the Elders. The Deacons, Deaconess’ and Ushes will be confirmed by the voting members ¾ majority vote.

**SECTION III: Removal of Officers of Service**

All other officers may be removed, with or without cause, by the Elders at any regular or special meeting of the Elders.

**SECTION IV: Vacancies in Offices of Service**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in the Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

 **ARTICLE XII**

 **Indemnification of Directors, Officers, Employees, and Other Agents**

**SECTION I: Definitions for the purpose of this Article**

1. Agent. “Agent” means any person who is or was an Elder, Officer, employee or other agent of the Church who is serving at the request to the Church as an Elder, officer, Leadership Team Member, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.
2. Proceeding. “Proceeding” means any threatened, pending or compiled action or proceeding where civil, criminal, administrative or investigative action occurs;

C. Expenses. “Expenses” include, without limitation, all attorneys’ fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

**SECTION II: Successful Defense by Agent**

To the extent that an agent of the Church has been successful on the merits in the defense of any proceeding referred to in this Article XII, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections III through V of this Article shall determine where the agent is entitled to indemnification.

**SECTION III: Actions Brought by Persons Other than the Church**

Subject to the required findings to be made pursuant to Section V, below, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of the Church.

**SECTION IV: Action brought by or on Behalf of the Church**

Threatened Pending or Completed Actions Against Agent. The Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action brought by or in the right of the Church.

**SECTION V: Insurance**

The Elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of duties of the Agent’s status.

**ARTICLE XIII**

 **Records and Reports**

 The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts
2. Written minutes of the proceedings of its members and Elders meetings
3. A record of the members of the Church, setting forth the members’ names and addresses
4. Contribution statements for contributors

All such records shall be kept at the Church’s principal office or designated location as set by the Elders.

**ARTICLE XIV**

 **Amendment to the Bylaws**

These bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a two third’s (2/3) majority vote of the members present at any special or regular membership meeting at which a quorum is present.

The above-mentioned Bylaws were adopted by a 2/3 majority vote of the members of

HIS People Church of Knoxville, Tennessee, a non-profit religious corporation on February 14, 2023 and signed by the Elders of the church on February 17, 2023.

Name: Name:

Signature: Signature:

Date: Date: