

Bylaws

2016

Prayer of *Faith*

i n t e r d e n o m i n a t i o n a l c h u r c h

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ARTICLE 1: Name and Principal Office

The name of the Corporation is Prayer of Faith World Outreach. This Corporation will be further referred to in the Bylaws as the “Church.” The Church maintains its principal office at 5801 South Anderson Road, Oklahoma City, OK 73104. The Elders of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location all be recorded by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE 2: Vision, Mission, and Values

2.1 - Our Vision

We are a vibrant, Christ-centered church where lives are changing and everyone is family.

2.2 - Our Mission

We commit to go, lead people to experience freedom in Christ, discover their place in His family, and together advance His Kingdom (Matthew 28:19-20).

2.3 - Our Values

Our values, the things we hold dear, are the basis and foundation for Prayer of Faith, our Vision, and our Mission.

- **The Lordship of Christ.** We believe that Jesus is God, He is Lord, and we follow Him in humble obedience. All other values derive their meaning and relevance from this Truth (Philippians 2:8-11).
- **Biblical Authority.** We believe that the Bible is God's Holy Word. All scripture is God-breathed. It reveals truth, exposes our disobedience, and trains us to live God's way (2 Timothy 3:16).
- **Authenticity.** Our worship of God, and the lives that we live daily, should reflect our faith, obedience, and love. If not, even great accomplishments are worthless (1 Corinthians 13:1-4).
- **Faith.** We strive to exhibit faith that is both child-like and audacious. It is simple, trusting, and complete, and it is bold. It allows God to accomplish wonders yet unimagined (Mark 10:15; Hebrews 11:1, 6, 33-34).
- **Family.** This value is stated in the name of our church. As a church family, we share our joys and our pains, and we encourage one another spiritually, emotionally, physically, and materially. Our desire is that everyone who walks through our doors will feel welcomed and will experience the love of Christ (Acts 2:44-47).
- **Discipleship.** We are committed to the spiritual growth of our family members, equipping them to follow Christ and to carry the message of Hope to others (Ephesians 2:10, 4:12; Matthew 28:18-20; Luke 9:23-24; John 8:31-32).
- **Humility.** With Jesus as our example, we seek to serve others selflessly, with the heart of a servant (John 13:12, 15-16; Philippians 2:3-7).

- **The Home.** Whether a family consists of one person or many, with Christ as the Head, that family is blessed and is a blessing. We are committed to encouraging singles, nurturing marriages, assisting parents in raising godly children, and providing meaningful spiritual teaching for children, youth, and adults (Genesis 2:24; Deuteronomy 6:7-9; Hebrews 13:4; Proverbs 22:6).

ARTICLE 3: Statement of Basic Belief

The following Statement of Basic Belief represents the core orthodox beliefs of the Church from a biblical and historical perspective. While Church Members are not required to fully understand or articulate all aspects of the Statement of Basic Belief, the explicit rejection of any part of it disqualifies one from membership in the Church. Revisions to the Statement of Basic Belief in order to more clearly align to Scripture shall be at the discretion of the Elders, with the understanding that such changes will be communicated to the Members of the Church.

We believe...

- God is the Creator and Ruler of the universe. He has eternally existed in three personalities: the Father, the Son, and the Holy Spirit. These three are co-equal and are one God (Genesis 1:1, 26-27, 3:22; Psalm 90:2; Matthew 28:19; 1Peter1:2; 2 Corinthians 13:14).
- Jesus Christ is the Son of God. He is co-equal with the Father. Jesus lived a sinless human life and offered Himself as the perfect sacrifice for the sins of all people by dying on a cross. He rose from the dead after three days to demonstrate His power over sin and death. He ascended to Heaven's glory and will return again someday to earth to reign as King of Kings, and Lord of Lords (Matthew 1:22, 23; Isaiah 9:6; John 1:1-5; 14:10-30; Hebrews 4:14-15; 1Corinthians15:3-4; Romans 1:3-4; Acts 1:9-11; 1 Timothy 6:14-15; Titus 2:13).
- The Holy Spirit is co-equal with the Father and the Son of God. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. He gives every believer a spiritual gift when they are saved. As Christians, we seek to live under His control daily (2 Corinthians 3:17; John 16:7-13, 14:16-17; Acts 1:8; 1 Corinthians 2:12, 3:16; Ephesians 1:13; Galatians 5:25; Ephesians 5:18).
- The Bible is God's Word to us. It was written by human authors under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is the truth without any mixture of error (2 Timothy 3:16; 2Peter1:20-21; 2Timothy1:13; Psalm 119:105, 160, 12:6; Proverbs 30:5).
- People are made in the spiritual image of God, to be like Him in character. People are the supreme object of God's creation. Although every person has tremendous potential for good, all of us are marred by an attitude of disobedience toward God called "sin." This attitude separates people from God and causes many problems in life (Genesis 1:27; Psalm 8:3-6; Isaiah 53:6a; Romans 3:23; Isaiah 59:1-2).

ARTICLE 3: Statement of Basic Belief

- Salvation is God's free gift to us, but we must accept it. We can never make up for our sin by self-improvement or good works. Only by trusting in Jesus Christ as God's offer of forgiveness can anyone be saved from sin's penalty. When we turn from our self-ruled life and turn to Jesus in faith we are saved. Eternal life begins the moment one receives Jesus Christ into his life by faith (Romans 6:23; Ephesians 2:8-9; John 14:6, 1:12; Titus 3:5; Galatians 3:26; Romans 5:1).
- Because God gives us eternal life through Jesus Christ, the true believer is secure in that salvation for eternity. If you have been genuinely saved, you cannot "lose" it. Salvation is maintained by the grace and power of God, not by the self-effort of the Christian. It is the grace and keeping power of God that gives us this security (John 10:29; 2Timothy1:12; Hebrews 7:25, 10:10, 14; 1 Peter1:3-5).
- People were created to exist forever. We will either exist eternally separated from God by sin, or eternally with God through forgiveness and salvation. To be eternally separated from God is Hell. To be eternally in union with Him is eternal life. Heaven and Hell are real places of eternal existence John 3:16; John 14:17; Romans 6:23; Romans 8:17-18; Revelation 20:15; 1Corinthians2:7-9).
- God established the sanctity of the marriage relationship, defining it as the union between one man and one woman in covenant commitment for a lifetime. It is a sacred institution created by God to reflect and bring glory to God. Husbands are to love their wives as Christ loved the church. Wives are to submit to their husbands as the church submits to Christ (Genesis 2:24; Ephesians 5:22-33; Matthew 19:4-6).

ARTICLE 4: Affiliation

The 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 Mid-America Conference in its Free Methodist expressions locally in Oklahoma, nationally in Arkansas, Missouri, and globally in Guatemala, and El Salvador.

ARTICLE 5: Membership

Nothing in this Article 5 shall be construed as limiting right of the Church to refer to persons associated with it as "Members." No such reference, however, shall constitute any such person a Member within the meaning of Oklahoma Nonprofit Corporation Law. The Church may confer, by amendment of these Bylaws, some or all of the rights of a Member as set forth in the Oklahoma Nonprofit Corporation Law upon any such person or persons. References in the Bylaws to "Members" are not references to such associated persons.

5.1 – General

Membership in the Church shall consist of all persons who have met the requirements for membership as specified herein and confirmed by the Board of Elders

5.2 - Requirements for Membership

1. I am faithful in regular church attendance through fellowship and reaching out to others at Prayer of Faith.
2. I give of my tithes and offerings to support the church's missions and the mission of Prayer of Faith.
3. I lift up our church family's needs and its leadership through regular prayer at Prayer of Faith.
4. I am willing to serve in areas of ministry and share in the responsibility of Prayer of Faith.
5. I am growing in discipleship through learning my spiritual gifts and equipping for the service of that which God calls me to.

5.3 – Responsibilities of Membership

For the purposes of church privileges, such as the use of building rental for family member functions, active members are defined as those members of Prayer of Faith who regularly attend church services and contribute to the church as they generally provide regular financial and personal support for the church. These privileges are also extended to the following:

1. Homebound members.
2. Faithful attendees of the church who attend regularly but who have not officially joined the church as an official member and
3. Those who have served as former pastors of the church.

5.4 – Termination of Membership

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

1. Death
2. Transfer of membership to another church
3. Personal request of the Member
4. Dismissal by the Elders according to the following conditions:
 - a. The Member's life and conduct is not in accordance with the Membership Covenant in such a way that the member hinders the ministry influence of the Church in the community
 - b. Procedures for the dismissal of a Member shall be according to Matthew 18:15-17
5. Absence of 6 months to 1 year generally is a sign of member either:
 - a. Losing interest in their commitment to God
 - b. Health issues which require extended hospital or home care
 - c. Separated church fellowship, and/or ministry function(s) to find another church in which to participate in.

5.5 – Restoration of Members

Members dismissed by the Elders shall be restored by the Elders according to the spirit of 2 Corinthians 2:7-8, when their lifestyles are judged to be in accordance with the Membership Covenant.

ARTICLE 6: Meetings

6.1 – Public Worship

Meetings for public worship shall be held at such times and places as may be provided for under the direction of the Elders.

6.2 - Church Business Meetings

The Elders shall have the authority to call a Church business meeting or special meetings as needed.

6.3 - Notice Requirements for Board Meetings

6.3.1 - General Requirements

Whenever Members are interested in taking any action at a meeting, notice shall be given to the Board of Elders no less than two (2) weeks prior to a meeting. Notification shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a Board of Elders meeting:

Distribution of written material to the Board of Elders and Pastoral Staff in attendance at a Sunday service two weeks prior to the meeting

- a. Verbal communication in person to the Board of Elders or Pastoral Staff
- b. Electronic distribution to Board of Elders or Pastoral Staff

6.3.2 – Notice of Certain Agenda Items

Members may submit a proposal that is specified in nature with the exception of the following items:

- a. Calling the Pastoral Staff
- b. Approving Elder nominations
- c. Amending the Articles of Incorporation
- d. Adopting, amending or repealing Bylaws
- e. Adopting or amending a merger agreement
- f. Approving the dissolution of the Church
- g. Approving the acquisition of real property and related indebtedness
- h. Annual Budget
- i. Any other proposal deemed major or extraordinary by the Board of Elders or Pastoral Staff

6.4 – Quorum/Voting

The Board of Elders present and voting at a meeting duly notified shall constitute a quorum of the Board for the transaction of business. All items voted upon in any membership meeting require a two-thirds (2/3) majority of the quorum for the item to be approved/passed.

ARTICLE 7: Board of Elders

The overall policy, control, direction and management of the ministry, operations and finances of the Church shall be vested in the Board of Elders, however the Pastoral Staff will be utilized to lead in matters regarding the determination and implementation of ministry programming. Further, the Elders may from time to time appoint or engage other leaders or teams of leaders, in the church to assist them in carrying out any of the duties and responsibilities. The Elders assist the Pastoral staff in evaluating the ministry programming based on its appropriateness and effectiveness in furthering the overall mission of the church.

7.1 – Duties and Powers

The Elders are entrusted with the counsel and advice to Pastoral staff in the governance and leading the Church. The Elder board's oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as assisting the Pastoral staff with the oversight of all ministry, operations and finances of the Church. The Elders are also responsible for being obedient to the Scriptures in the doctrine of the Church.

The three (3) primary roles of the Elders are:

1. Doctrine of the Church
 - a. General oversight and direction
 - b. Evaluate, study, and teach doctrinal issues
 - c. Oversight of the spiritual welfare of the Church
 - d. Preserve and promote the Church vision, mission and values
 - e. Oversight of the Church's ministries
2. Shepherding of the Church
 - a. Protection of the Church
 - b. Share a ministry role with the Pastoral staff (1 Peter 5:2)
 - c. As teachers, they preserve the fundamental truths of the faith (Titus 1:9)
 - d. As mentors, they strive to groom spiritually younger men to replace them so that continuity of quality leadership can be preserved
 - e. Oversee conflict resolution and discipline
 - f. Serve as a liaisons to the Church
3. Stewardship of the Church's resources
 - a. Oversight of personnel matters
 - b. Provide financial and budgetary oversight
 - c. Act as Trustees or Directors on legal issues
 - d. Oversee facility management

For the purposes of church business at Prayer of Faith, the Elders are designated as the “Directors” or “Trustees” of this corporation as the term is defined and used in the Oklahoma Nonprofit Corporation Act and in the Articles of Incorporation and shall have all the same powers as designated in previous Bylaws including but not limited to:

7.1.1 – General Corporate Powers

Subject to the provisions and limitations of the Oklahoma Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be reviewed by or under the direction of the Elders. Final determination is exercised by the Officers of the Corporation along with the Board of Elders by a majority vote.

7.1.2 – Specific Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Elders shall have the power to:

- a. Recommend for dismissal of any person employed by the Church to the Pastoral staff for conduct not in accordance to Scriptural or ethical guidelines.
- b. Change the principal executive office or the principal business office of the Church in the state of Oklahoma from one location to another, and designate any place within or outside the State or Oklahoma for the holding of any meeting or meetings of the Elders.
- c. 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 up to 10% of the annual church budget in the aggregate in any calendar year.
- d. Provide financial counsel to the officers, agents, and employees of the church.
- e. Determine the compensation of the Church staff. This shall be done with the recommendation of the Senior Pastor, except where the salary of the Pastoral staff is considered.
- f. Appoint individuals or teams, inside or outside of the Church, to support the mission or ministry of the Church.
- g. Adopt, amend or repeal the Bylaws, subject to the limits set forth in Article 5.4.
- h. Conduct such other duties and activities as deemed necessary by the Church.

7.1.3 – Limitation of Powers

For all practical purposes, the Elders have a strong influence and counsel in all matters concerning the overall direction of the church. However, the Elders need Pastoral approval for all decisions involving the direction and spiritual welfare concerning the Church.

7.1.4 – Special Circumstances

In the absence of the Pastoral staff, the current Elders will assume all powers and duties and will oversee the business of the church.

7.2 – Number and Composition of Elders

The authorized number of Elders shall be no less than three (3), not including the Pastoral staff. The Senior Pastor shall serve as a permanent Elder and shall act as moderator for the Church.

Lay Elders are defined as those Elders who are not in the employ of the Church as a regular part-time or full-time Church Staff member. Vocational Elders are defined as those Elders who are in the employ of the Church as a regular part-time or full-time Church Staff member.

Neither Lay nor Vocational Elders shall receive compensation or salaries for their service as Elders. A Vocational Elder shall neither vote on nor determine his own personal salary or benefits. With the exception of the Senior Pastor, no Vocational Elder can vote on or determine the salary or benefits of any other Vocational Elder.

The Elder board will maintain a simple majority of Lay Elders. If for any reason the composition of the Elder body does not consist of a simple majority of Lay Elders or is less than three (3) not including the Pastoral staff, then the Elders will begin the process outlined in Article 7.4 below to restore the required composition.

Nomination and recommendation of a relative of an existing Church Staff member as a Lay Elder candidate is discouraged. However, if the Elders deem it necessary to appoint another Elder and no other qualified candidates are available, the Elders can consider the recommendation. The Elders will interview the candidate and discuss any potential areas of concern prior to making this possible nomination.

7.3 – Qualification

The minimum qualifications for Elders shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including that Elders be members of good spiritual disciplines, practices and integrity. Other qualifications shall include, but not be limited to, the following:

- a. He has completed all membership requirements as stated in Article 5.2 on page 3.
- b. He displays a love for our Church and is actively and humbly serving the Church
- c. He reflects the values of the Church
- d. He has been a Christian walking in obedience for at least seven (7) years
- e. He has been a Member for at least two (2) years
- f. If he/she is married, his wife/husband must also be a Member of the Church
- g. The Elders may establish requirements in addition to those listed in Article 7.3.

7.4 – Selection and Term

The Elders shall have authority to nominate new Elders by a passing vote of the Elder body as defined in Article 7.6.1 on page 9. The Elders may appoint a committee or group to vet Elder candidates and report its findings to the Elder body. The Elders may also receive recommendations for Elder candidates from Church Members.

The proposed nomination of any Elder candidate shall be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments and concerns, which will be considered by the Elders on a case-by-case basis.

The Church Members will confirm the nomination of Elder candidates during a membership meeting with an affirmative vote with two-thirds (2/3) majority.

Once a man is elected to the Elder body as a Lay Elder, he is expected to serve in this capacity for a minimum of three (3) years, but no more than five (5) years per turn. Elders may be re-appointed after a one-year absence from the Elder body.

If the Elder body determines that an Elder needs an extended leave of absence because of a legitimate need (e.g. illness or tragedy), then that Elder may transition to being an active but non-voting Elder for a set period of time determined by the Elder body.

To resign from the Elder body, an Elder shall notify, in writing, the Elder body. The Elder body shall then determine the most fruitful and edifying way to notify the Church Members. A vacancy in the Elder body because of death, resignation, removal or any other cause shall be filled only in the manners prescribed in these Bylaws. Such vacancies may be filled as they occur through the Elder selection process defined above.

7.5 – Removal

Any Elder may be removed from the office of Elder for valid cause. Discipline of Elders must be consistent with the standards set forth in Article 9. The Elder body will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed or restated by a resolution of the Elders. The Elders shall have the sole authority to remove an Elder.

A written notice of the proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself. The Elder shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Elder under consideration for removal shall not have voting rights while such removal is considered.

7.6 – Elder Meetings

Regular or special meetings of the Elders may be held at any place within the State of Oklahoma that has been designated from time to time by resolution of the Elders. In the absence of such designation, meetings shall 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 Elders, 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 participating in the meeting can hear one another. All such Elders shall be deemed to be present in person at such meeting.

7.6.1 – Definition of Quorum and Passing Vote

A proper quorum is defined as at least seventy-five percent (75%) of the Elders. A quorum is required for voting matters. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Elders.

A passing vote is a simple majority of the Elders present. Voting by proxy is prohibited.

7.6.2 – 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, or 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 the 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.

7.6.3 – 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 by verbal consent, text or e-mail to the action. Such action shall have the same force and effect as the unanimous vote of the Elders.

7.7 – Officers

Officers of the Corporation shall be Members of the Board, but not necessarily of the Elder body. The Officers shall consist of a President, Vice President, and Secretary.

ARTICLE 8: Staff, Employees, and Deacons

8.1 – Church Staff and Employees

Pastoral Staff are designated as those that are employed full-time or part-time by the church. Church employees are designated as those paid by the Church but are not part of the Pastoral Staff. They shall serve at the discretion of the Pastoral Staff.

All personnel employed by the Church shall act in accordance with the current job description in which they are performing, as it may be revised, amended or restated from time to time. The Church will reserve employment for men and women who believe and confess essential biblical convictions and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employee who fails to meet this general standard of faith and practice in accordance to Scriptural or ethical guidelines

8.1.1 – Election and Hiring

The Senior Pastor of the Church shall be called by the Members of the Church at a special sanctioned membership meeting by an affirmative vote with two-thirds (2/3) majority directed by the Board of Elders. All other Church Staff and employees shall be hired by and serve under the direction of the Senior Pastor or Pastoral Staff and Board.

8.1.2 – Removal of Pastoral Staff and Employees

The Elders may recommend dismissing any person employed by the Church, including the Pastoral Staff, failing to meeting Scriptural or ethical guidelines, at any regular or special meeting of the Board. All Church employees shall serve at the discretion of the Pastoral Staff, subject to the rights, if any, of an employee under any contract of employment.

8.1.3 – 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 these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

8.2 – Deacons

8.2.1 – Number

The Elders shall appoint and determine the number of Deacons required to meet permanent and short-term needs of the Church.

8.2.2 – Qualifications and Definition

Deacons may be men or women, to meet the qualifications as specified in I Timothy 3:8-13.

8.2.3 – Election Term

Deacons will serve a mutually agreed upon term of commitment to be determined by the Elder Board and Pastoral Staff.

8.2.4 – Responsibility

The responsibility of the Deacons is not explicit within the biblical text. The overall responsibility of the Deacons are to assist the Elders in their service and equipping functions. Deacons shall assist, organize, and create schedules for teams where appropriate in the following areas including but not limited to:

- a. Ministering to single parents and widows
- b. Administering benevolence to persons in need
- c. Coordinating visitation at hospitals, funerals, etc.
- d. Maintenance and upkeep of the facility
- e. Coordination of Men's and Women's ministry functions as needed
- f. Oversight of Sunday morning service hospitality teams

8.2.5 – Vacancies

If a Deacon is removed from service, either voluntarily or involuntarily, the appointment of a successor Deacon is under the advisement of the Elders to the Pastoral Staff.

8.2.6 – Appointments and Confirmation

The Elders shall advise and confirm the appointment of Deacons. Confirmation of Deacons will be at the final discretion of the Pastoral Staff.

8.2.7 – Removal of Deacons

Any Deacon may be removed from office for valid cause. A written notice of proposed removal of any Deacon shall be given to the Elders or Pastoral Staff at least ten (10) days prior to the meeting at which an action to affect such removal is to be taken to ensure that the Deacon is given a reasonable opportunity for defense. The Deacon shall have the opportunity to answer the charges in the presence of his or her accusers, but shall not be present during the discussion and vote on his or her removal. The removal of a Deacon requires a passing vote of the Elders and Pastoral Staff.

Vacancies in the Deacons of the Church by reason of death, resignation or otherwise, shall be filled by selection of the Elders and Pastoral Staff at their discretion in accordance with Article 8.2.5 above.

ARTICLE 9: Church Discipline

Church discipline is a necessary mark of a healthy church and shall be applied in cases of sexual misconduct, gossip, divisiveness, dishonesty, and various other expressions of sin. In accordance with the biblical pattern generally outlined in Matthew 18:15-17, a person who evidences such sin will be confronted in an initial one-on-one meeting, followed by escalating engagement by ministerial and pastoral staff and Elders.

Where the steps of discipline are exhausted in cases of unrepentant and/or habitual sin, the Elders will consider removing a person from any ministerial functions with the hope of eventual reconciliation and restoration. This removal may or may not include a prohibition to attend Church services and events, depending on the circumstances. In addition, it might include public disclosure of removal from membership and the circumstances leading to this decision to the corporate membership of the Church. Those so disciplined will in turn be restored to fellowship where the Elders and Pastoral Staff have determined that appropriate repentance and/or reconciliation has occurred.

ARTICLE 10: Church Disruptions

Any person deemed by an Elder or member of the Church Staff, to pose an immediate physical or psychological threat to any person or to the Church, or to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church, shall be considered a trespasser on Church property and may be ejected summarily. No Elder or member of the Church Staff shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

ARTICLE 11: Indemnification of Elders, Officers, Employees and Other Agents

11.1 – Definitions

For the purpose of this Article:

- a. **Agent.** “Agent” means any person who is or was an Elder, director, officer, employee, or other agent of the Church, or is or was serving at the request of the Church as an Elder, director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was an Elder, director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation;
- b. **Proceeding.** “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;
- 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 Article 11.

11.2 – 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 Article 11, 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 the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Article 11.3 through 11.5 shall determine whether the agent is entitled to indemnification.

11.3 – Actions Brought by Persons Other than the Church

Subject to the required findings to be made pursuant to Article 11.5 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, to procure judgment on its favor, an action brought under the Oklahoma Nonprofit Corporation Law, or an action by the Attorney General, by reason of the fact that such person is or was an agent of the Church, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.4 – Action Brought by or on Behalf of the Church

1. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
2. 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, or brought pursuant to the Oklahoma Nonprofit Corporation Law, or brought by the Attorney General, to procure a judgment in its favor, by reason of the fact that the person is or was an agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both of the following are met:
 - a. The determination of good faith conduct required by Article 11.5 below, must be made in the manner provided for in that section; and
 - b. Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

11.5 – Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Article 11.3 and 11.4 is conditioned on the following:

1. **Required Standard of Conduct.** The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
2. **Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with Article 11.5 above shall be made by:
 - a. The Board and Pastoral Staff by a majority vote of a quorum consisting of The Board and Pastoral Staff who are not parties to the proceeding; or
 - b. Approval of the Members, with the persons to be indemnified not being entitled to vote thereon; or
 - c. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Church.

11.6 – Limitations

No indemnification or advance shall be made under this Article, except as provided in Article 11.2 or 11.5, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.7 – Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in Article 11.

11.8 – Insurance

The Board and Pastoral Staff 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 the agent's status.

ARTICLE 12: Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records)
2. Written minutes of the proceedings of its members and Elders
3. A record of the members of the Church, setting forth the members' names and addresses
4. Contribution statements for contributors
5. All such records shall be kept at the Church's principal office.

ARTICLE 13: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Oklahoma Nonprofit Law shall govern the construction of these Bylaws.

ARTICLE 14: Nonprofit Status

The Church is a nonprofit corporation under the laws of the state of Oklahoma and is organized under the Oklahoma Business Organization Code, as amended (the "Code"). Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

ARTICLE 15: Amendments to the Bylaws

Subject to the provision of the Oklahoma Nonprofit Religious Law, and these Bylaws or any provision contained herein may be altered, amended, repealed or restated, and a new Bylaws adopted, by a passing vote of the the Board and Pastoral Staff as defined in Article 7.6.1. Such vote shall take place at any special or regular Elder meeting duly noticed. "Duly noticed" is defined as a twenty-four (24) hour pre-notification via text, email or other communication means. Other alterations to these Bylaws may be adopted by vote of two-thirds (2/3) of the Members present at any special or regular membership meeting at which a quorum is present.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Prayer of Faith World Outreach, an Oklahoma Nonprofit Religious Corporation, and that the Bylaws, consisting of sixteen (18) pages, are the Bylaws of this Church as adopted by a vote of the Board and Pastoral Staff on _____, 2016.

Executed, this 25th day of April 2016.

– NOTES –

Prayer
of
Faith

interdenominational church