

BYLAWS

OF

CHURCH OF GOD, A
WORLDWIDE ASSOCIATION,
INC.

A FLORIDA NOT-FOR-PROFIT
CORPORATION

ARTICLE 1 – NAME

The name of the Corporation is Church of God, a Worldwide Association, Inc. The Corporation may present itself by other names as permitted by law.

ARTICLE 2 – PURPOSE

Church of God, a Worldwide Association, Inc. (“Corporation”) is organized as a not-for-profit corporation under the laws of the State of Florida. Consistent with the Articles of Incorporation, the Corporation is a church organization and shall operate within the requirements of Internal Revenue Code Section 501(c)(3). The ecclesiastical work of the Corporation consists of preaching the gospel of the Kingdom of God to the world, making disciples of those God may call and caring for those disciples.

ARTICLE 3 – MEMBERS OF THE CORPORATION

Elders who are credentialed by Church of God, a Worldwide Association, Inc., and who are considered elders in good standing as defined by the Ministerial Board of Directors (MBOD) and the management team are members of the Corporation and are the only individuals eligible to ballot (vote) on issues or elections that are specified in this document. Said elders have the right to ballot on the disposition of all or substantially all the assets of the Corporation. Said elders also have the right to ballot on any proposal to dissolve the Corporation.

ARTICLE 4 – CONFLICTS IN GOVERNING DOCUMENTS

4.1 Constitution as Prevailing Document

In the event of a conflict between the Constitution of the Church of God, a Worldwide Association, Inc., and these Bylaws, the Constitution shall prevail. In the event of any conflict or potential conflict between these two documents, as a rule of construction, whenever reasonably possible, the conflicting provisions shall be read and construed so as to harmonize the provisions.

4.2 Resolution of Conflicts

Any conflict or apparent conflict that may arise between the Constitution and these Bylaws shall be resolved by the Ministerial Board of Directors after consultation with the president and his management team. Any ruling by the MBOD regarding such an alleged conflict must be determined by majority approval of the MBOD.

4.3 Appeal of Interpretation

Regarding a ruling by the Ministerial Board of Directors on any alleged conflicts between the Constitution and the Bylaws, within 30 days of the pronouncement or publication of such a ruling, the president or any member of the MBOD may appeal said ruling by transmitting a notice of appeal to the secretary. The notice of appeal shall be accompanied by a statement of the issues to be reviewed upon appeal. Upon receipt of such notice of appeal, the secretary shall forward the document to the chairman of the Moral and Ethics Assessment Committee (MEAC). The MEAC shall hear the appeal within a reasonable amount of time and issue a final ruling.

The final ruling shall either affirm the interpretation of the MBOD or reverse it. In the event that the MEAC reverses an MBOD ruling regarding interpretation of the governing documents, the MEAC shall issue its own ruling. The decision of the MEAC will be final; and all MBOD members, administration members, employees and members of the Corporation shall faithfully abide by any such decision of the MEAC.

ARTICLE 5 – PRINCIPAL OFFICE

The principal office for the Corporation shall be located at such place as the Ministerial Board of Directors shall decide. The process for making this decision shall consist of a proposal from the president and his management team followed by a majority approval ballot of the MBOD.

ARTICLE 6 – DEFINITIONS

6.1 Ministerial Board of Directors (MBOD)

Seven elders, each with a minimum of 20 years of ministerial experience (as determined from the date of ordination) shall be selected by the elders of Church of God, a Worldwide Association, Inc., to serve as the Ministerial Board of Directors, which is the corporate board for the organization. In addition to their legal duties, the board serves in an advisory capacity to the administration.

For purposes of determining the length of time for an elder's ministerial experience, said experience will be deemed to have accrued towards the required minimum 20 years if such experience occurred under the auspices of any of the following church organizations: Radio Church of God (Pasadena, California); Worldwide Church of God (Pasadena, California); United Church of God, an International Association (Milford, Ohio); Church of God, a Worldwide Association, Inc.; or any other Church of God organization that is or shall be, in the sole discretion of the MBOD, recognized as an organization, body or spiritual entity that professes or professed a body of ecclesiastical doctrine that is

substantially similar to the Fundamental Beliefs of the Corporation, referred to individually or collectively as “Church of God Organization(s).”

6.2 Corporate Officers

The officers of the Corporation are president, vice president, secretary and treasurer. Additional officers may be added as deemed necessary by the MBOD. Such officers’ duties will be prescribed by the MBOD.

6.3 Management Team and Administration

The term “management team” refers to the president and his operation managers. The president is the leader of the management team and may represent the team in any meeting of the MBOD. The management team is also known as the administration.

6.4 Career Elders

A career elder is defined as one who is currently an employee of Church of God, a Worldwide Association, Inc., and has been employed, in the aggregate by the Corporation for a minimum of five years while an ordained elder; or one who is currently in the ministry of Church of God, a Worldwide Association, Inc., and has been employed by one or more Church of God Organizations for a total minimum of five years while an ordained elder. To be identified as a career elder, an individual must have been ordained as an elder for a minimum of five years while employed by a Church of God Organization. It is not required that these years be consecutive, but they must reach a minimum total of five years in the aggregate to qualify as a career elder.

6.5 Credentialed Elders

A credentialed elder is defined as an individual who has been ordained to the ministry of a Church of God Organization and has received credentials from Church of God, a Worldwide Association, Inc. As long as an elder remains credentialed, he will continue as an elder of Church of God, a Worldwide Association, Inc., for all ecclesiastical purposes and for purposes of balloting. Collectively, the elders constitute the members of the Corporation. An individual elder shall continue as a member of the Corporation, together with all rights and duties pertaining to that status, for as long as he is credentialed as an elder by the Corporation. Credentialed elders shall have the right to ballot on matters specifically enumerated in these Bylaws.

6.6 Doctrine Committee

Five elders, each with a minimum of 20 years of ministerial experience, who have reputations for doctrinal integrity, form the Doctrine Committee. Committee members must be nominated by the president and approved by the Ministerial

Board of Directors. This committee is responsible for reviewing papers and statements, addressing questions of doctrine and ruling as to when an item is a proposed doctrinal change (a proposed doctrinal change requires three-fourths of the elders balloting for approval). The Doctrine Committee shall choose a chairman from among its members by a majority ballot. The chairman serves at the pleasure of the committee.

6.7 Moral and Ethics Assessment Committee (MEAC)

The Moral and Ethics Assessment Committee is an ecclesiastical and organizational panel that is vested with binding judicial authority in limited and specifically enumerated matters.

The MEAC is made up of five elders, who are each at least 60 years of age and who each have a minimum of 20 years of pastoral experience or the equivalent number of years in the administration of a Church of God Organization, Ambassador College (Pasadena, California; Big Sandy, Texas; or Bricket Wood, U.K.) or Ambassador University (Big Sandy, Texas). For purposes of determining whether an elder has attained the required minimum 20 years of experience, time accrued in pastoral experience and time accrued in the administration of the Church or the administration of the college or university may be combined. Any questions of eligibility will be resolved by the MBOD.

The committee is established for the purpose of insuring that egregiously unethical or immoral conduct by an elder will be addressed appropriately and without partiality. The committee is established to hear appeals in certain cases of removal from the ministry or removal from the MEAC or Doctrine Committee.

The committee is also established to hear appeals on an interpretation of the Bylaws or the Constitution in the event that the MBOD's interpretation of either of these documents is appealed by the president or by an individual MBOD member. In such appeal cases, the MEAC is vested with final judicial authority. Members of the committee are nominated by the president and approved by the MBOD with a minimum of five ballots.

6.8 Balloting

While the term "balloting" is technically synonymous with the term "voting," for ecclesiastical reasons, the Corporation endorses and prefers the use of the term "balloting." As a noun, the term "ballot" refers to the instrument, device or document by which an individual who is eligible to ballot expresses and documents his approval or disapproval on a particular subject. So long as the ballot form lends itself to accurate documentation and a process of integrity, unless otherwise noted herein, any reasonable form of ballot may be employed by the Corporation.

6.9 Consensus

A decision reached as the consequence of balloting by at least the minimum required number is considered consensus. Depending on the item being balloted upon, the minimum required may be three-fourths, two-thirds, 60 percent or a simple majority. Once consensus is reached, all elders agree to support the result.

6.10 Doctrine

When the term “doctrine” is used in these Bylaws, reference is made to ecclesiastical doctrine that derives from the Holy Bible and is consistent with the Fundamental Beliefs of the Church of God, a Worldwide Association, Inc. Doctrine includes, but is not limited to, the Fundamental Beliefs. All doctrinal statements issued by the MBOD or the Doctrine Committee shall be in harmony with the Fundamental Beliefs. The Doctrine Committee is charged with the responsibility to determine, document and codify ecclesiastical doctrine in accordance with the historical experience of the Church of God. Doctrinal statements must be consistent with both the Fundamental Beliefs and the established doctrinal positions of the Church of God. Any changes or variances to the Fundamental Beliefs or established doctrines of the Church require agreement by three-fourths (3/4) of the elders who ballot on the proposed changes.

6.11 Church Members

The term “Church members,” as distinguished from members of the Corporation, refers to individuals who attend, as they are able, worship services sponsored by the Church of God, a Worldwide Association, Inc.; who have been properly baptized by immersion according to a process and ceremony recognized and accepted by the management team of Church of God, a Worldwide Association, Inc.; and who have affirmatively elected to be identified as members of Church of God, a Worldwide Association, Inc. This term is not intended to identify all members of the Church (a spiritual body), but it is intended to identify the members of Church of God, a Worldwide Association, Inc.

6.12 Sabbath

The Sabbath is the seventh day of the week and begins at sunset on Friday and continues until sunset on Saturday. It is a commanded day of rest and respite from work activities according to the Word of God. And, as such, it is a day of worship and not a day of business activity. In reference to these Bylaws and consistent with the Fundamental Beliefs of Church of God, a Worldwide Association, Inc., the Sabbath is defined as a day of rest and not one for conducting the business of the Corporation.

6.13 Holy Days

The holy days referenced in these Bylaws and the Constitution are annual Sabbaths on which Christians are commanded to refrain from work and attend worship services. There are seven of these days in the course of the year; and, as such, these are not days of business activity for the Corporation.

ARTICLE 7 – MINISTERIAL BOARD OF DIRECTORS (MBOD)

Ministerial Board of Directors (“MBOD” or “board”) is the name for the board of directors of Church of God, a Worldwide Association, Inc. This name reflects the corporate function of this group (board of directors) and the spiritual function of the same group (ministerial). The MBOD consists of seven elders, who are nominated and selected according to the process described in Bylaw 7.3.

In the event of vacancies on the MBOD, the MBOD may continue to operate with as few as three members, or as otherwise required or allowed by law. In the event of vacancies, pursuant to the provisions of these Bylaws, the board shall take prompt steps to fill such vacancies. At all times, the MBOD shall take all reasonable steps to ensure that the number of sitting board members is always three or more.

7.1 Duties and Responsibilities of the Board

In addition to any legal functions or duties required by law to be vested in a corporate board of directors, the Ministerial Board of Directors is charged with the following specific duties and responsibilities:

- 1) To serve as the corporate board for the Corporation.
- 2) To select the officers of the Corporation (president, vice president, secretary and treasurer). Selection of an officer requires an approval by five out of seven MBOD members.
- 3) To approve areas of operation proposed by the president and to approve as operation managers those nominated by the president to fill each position.
- 4) By a ballot of at least five in favor of each, to approve as members of the Doctrine Committee those nominated by the president.
- 5) To approve all doctrinal statements and papers. However, the board cannot change doctrine. A change of doctrine can only be accomplished by a three-fourths (3/4) approval of the elders who cast ballots on the proposed change. Doctrinal changes are proposed by the Doctrine Committee.
- 6) To approve legal counsel. Candidates are nominated by the president.
- 7) To approve the strategic plan, annual financial plan (budget) and operation plan, which are prepared and submitted to the board by the president.
- 8) By a ballot of at least five in favor of each, to approve as members of the Moral and Ethics Assessment Committee those nominated by the president.
- 9) To remove any corporate officer by a ballot of at least five out of seven members of the MBOD.

- 10) To remove a member or members of the MBOD by a ballot of at least five out of the seven members.
- 11) To borrow money on behalf of the Corporation.
- 12) To exercise other duties allowed by law except as limited by the Articles of Incorporation, the Constitution or these Bylaws.

7.2 Eligibility

- 1) Elders who are eligible to serve on the Ministerial Board of Directors are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity; and (c) possess the corporate or business skill sets necessary to fulfill the duties and responsibilities of the Ministerial Board of Directors.
- 2) To be eligible to serve on the board, one must be an elder with a minimum of 20 years of ministerial experience (calculated from date of ordination) in a Church of God Organization.
- 3) In the event of a dispute regarding eligibility for service, an elder’s eligibility for service on the Ministerial Board of Directors shall be evaluated and either approved or disapproved by the MBOD in place at the time of the elder’s candidacy.

7.3 Nomination and Selection of Board Members

A regular election for MBOD members is conducted by the following nomination and election process (which may include multiple rounds of nomination):

- 1) In the first nomination round, all career elders who choose to ballot may each nominate up to the maximum number of nominees allowed. The maximum number of nominees allowed in the first nomination round is equal to the number of MBOD positions to be filled. For example, a career elder may nominate up to seven nominees if there are seven positions to be filled, up to four nominees if there are four positions to be filled, up to three nominees if there are three positions to be filled, etc.
- 2) Following the first nomination round, nomination ballots shall be compiled, counted and analyzed. To be eligible for inclusion on the final list of MBOD candidates, a nominee must be named on a minimum of 10 percent of the nominating ballots. Of the nominees who meet this requirement, those with the highest total nominations, up to a maximum of twice the number of positions to be filled, shall be placed on the final list of candidates. If there is a tie for the final position to be filled, then the names of those tied shall also appear on the final list of candidates.
- 3) If the first nomination round produces at least the minimum required number of candidates, which is at least one more than the number of positions to be filled (e.g., if there are three board members to be elected, the minimum number of candidates for the election is four), then the list of candidates shall

be finalized and prepared for the final election of the MBOD members.

- 4) If the first nomination round does not produce at least the minimum required number of candidates, those qualified candidates who were produced by the first round shall be added to the final candidate list and a second nomination round shall be conducted.
- 5) This paragraph shall apply to all nomination rounds except for the first nomination round, and shall only apply if second and/or subsequent nomination rounds prove necessary in a particular election. In the second round of nominations (and in subsequent rounds if necessary), career elders may nominate up to three candidates each. From these nominees, those with the highest total nominations (if they also meet the requirement of being named on a minimum of 10 percent of the nominating ballots) will be chosen to fill the remaining candidacy positions on the final list, up to a maximum of twice the number of MBOD positions to be filled. In the event that the second round of nominations fails to produce at least the required minimum total number of candidates, this process shall be repeated in subsequent rounds of nominations until at least the minimum number of candidates is produced.
- 6) Once the final candidate list is complete, a ballot form for the elections shall be produced, and all candidates on the final list shall be included on the ballot. All credentialed elders shall be eligible to ballot. The credentialed elders shall choose from the candidates on this final ballot to fill the available seats on the MBOD. The ballot process shall expeditiously proceed to the elders, and the result of the ballot shall be finalized and confirmed within no more than 30 days. Once the election results are confirmed, if there is a tie for the final MBOD candidate position, then the other (successful) candidates from that election and those board members whose terms are continuing shall promptly choose between those tied by a simple majority of a secret ballot. For purposes of tie-breaking, this balloting process shall continue until the newly-elected MBOD members and the continuing board members break the tie.

7.4 Term of Office for Board Members

- 1) With the exception of certain board members who take office after June 1, 2011, and prior to December 31, 2011, and who also begin terms on January 1, 2012, all board members who take office beginning on or after January 1, 2012, shall have a term of office of eight years. All board members who take office after June 1, 2011, and prior to December 31, 2011, shall serve as board members for the remainder of the year 2011 and shall, pursuant to the requirements of Bylaw 7.4(2), automatically begin, as applicable, new four-year or eight-year terms on January 1, 2012.
- 2) Of the board members who take office after June 1, 2011, and prior to December 31, 2011, all such board members shall serve for the remainder of the year 2011. Additionally, three board members shall be assigned an extended term of four years and four board members shall be assigned an extended term of eight years. For calculation purposes, each extended term shall officially begin on January 1, 2012. The determination of assignments of the four-year and eight-year extended terms for these board members will be

decided by a drawing, to be conducted by the secretary in the presence of at least two witnesses.

7.5 Vacancies on the Board

7.5.1 A vacancy on the board is created by any of the following:

- 1) Resignation from the board by a member.
- 2) Death of a board member.
- 3) Removal of a member or members by the board. Removal of a board member requires five ballots out of seven.
- 4) Removal of a board member by a ballot of no confidence by the elders. This process requires 25 percent of all elders to submit to the secretary a resolution calling for removal. Upon receipt of such a resolution, the secretary shall supervise and conduct a no-confidence ballot. Removal of a board member shall require a ballot in favor of removal by 60 percent of all career elders. In the event of a successful no-confidence ballot regarding a board member, the board member's term of office shall end immediately upon notification of the result of the ballot to the affected board member.
- 5) Selection of a board member as an officer or operation manager.
- 6) Failure by a board member to maintain eligibility requirements set forth in these Bylaws.

7.5.2 Process for filling vacancies on the board:

- 1) When a vacancy or vacancies occur on the Ministerial Board of Directors during the term of a board member(s), such vacancy or vacancies will be filled by a special election of the elders.
- 2) The candidates with the next highest ballot totals from those not elected to the board during the most recent nomination and regular election process who met the criteria for being a candidate (including being named by a minimum of 10 percent of the elders casting ballots) will be eligible for the ballot.
- 3) The maximum number of candidates included on the special election ballot shall be twice the number of vacancies to be filled (for example, one vacancy means a maximum of two candidates; two vacancies would need a maximum of four candidates; etc). If there are not enough qualified candidates from the previous election to reach the maximum number of candidates, a minimum of one more than the number of vacancies to be filled will qualify for the special election to proceed.
- 4) If the minimum number of candidates required for a special election is not achieved from the previous regular nomination and regular election process, a special nomination round (consistent with the procedures set forth in Bylaw 7.3) will be conducted to provide at least the minimum number of qualified candidates. Each career elder will be

eligible to nominate up to twice the number of candidates needed to fill the vacant position or positions. For example, if the special election concerns two vacant positions, then each career elder may nominate up to four candidates. Those with the highest number of ballots who also receive a minimum of 10 percent of the ballots cast will assume the remaining candidate positions for the special election.

- 5) The special election shall proceed and the candidate(s) receiving the most ballots from the credentialed elders in the special election will fill the vacancy (or vacancies) and finish out the term(s) of the individual(s) who vacated the position(s) on the Ministerial Board of Directors.
- 6) Once the final list of candidates is determined, an election shall take place within 30 days.

7.6 Chairman of the Ministerial Board of Directors

- 1) The chairman of the board has the responsibility for presiding over meetings of the Ministerial Board of Directors.
- 2) Any member of the MBOD is eligible to be chairman.
- 3) The chairman is selected by a majority ballot of the seven board members.
- 4) The chairman may serve as a member of any committees formed by the MBOD and is responsible for overseeing the distribution of official information from the MBOD or its committees.
- 5) There is no term of office for the chairman.
- 6) The chairman's term ends upon the occurrence of any of the following: (a) death, (b) lack of board membership as a result of the election process, (c) resignation from the office of chairman, (d) resignation from the MBOD or (e) acceptance of a position as an officer or in the administration.
- 7) The chairman serves at the pleasure of the MBOD.

7.7 Meetings of the Ministerial Board of Directors

- 1) The MBOD is required to meet on an annual basis in a face-to-face meeting to approve the strategic plan, the financial plan (budget) and the operation plan, which are proposed by the president. This meeting must be in advance of each fiscal year, which begins on January 1.
- 2) Special meetings shall be called in accordance with the procedures set forth in Bylaw 7.9. Special meetings using available technology for remote participation, including emergency meetings, may be called and set by (a) any three board members, (b) the chairman or (c) the president.
- 3) Face-to-face special meetings may be called by any board member or the president at any time. However, in order for such a face-to-face board meeting to be set, it must be approved by a majority of the board members. Any meeting, with the exception of the required annual meeting, may be held using teleconference or Internet technology as long as each board member participating in the meeting can hear and respond to every other board member.

7.8 Quorum

A majority of the sitting board members shall constitute a quorum for the transaction of business. Board action that requires a simple majority for approval shall require a simple majority ballot of the entire membership of the board, not just a simple majority of the quorum present at any particular meeting. When the Bylaws expressly require a super majority margin of the board as a requisite for board action, then the action taken shall require a super majority of approval of the entire membership of the board, not just a super majority of the quorum present. Every action taken or decision made by the board at a duly held meeting at which a quorum is present shall be the act of the board.

7.9 Manner of Giving Notice for Meetings

- 1) Notice of the time and place for meetings will be given to each board member by one of the following methods: (a) by hand delivery of written notice to the board member; (b) by U.S. mail, or an equivalent parcel service or delivery service; (c) by telephone, directly to the board member or directly to the board member's agent, employee, spouse, or household member; (d) by electronic mail (email), read receipt requested and confirmed (or receipt of the electronic mail otherwise confirmed); or (e) by facsimile.
- 2) Notices sent by U.S. mail or an equivalent parcel or delivery service shall be submitted to the U.S. mail or other carrier at least seven days prior to the date set for the meeting.
- 3) Except in cases of emergency, notices sent electronically, via fax or via telephone must be sent at least 48 hours before the time set for the meeting. An emergency meeting may be called without regard to these time considerations; however, to proceed as called, such an emergency meeting must have the consent of all board members.
- 4) Notice must include the method (if not face-to-face), the time, the place and the agenda for the meeting.

7.10 Action Without a Meeting

With the exception of approving the strategic plan, financial plan (budget) and operation plan (which must be done at the annual face-to-face meeting of the board), any action that the board is required or permitted to take may be taken without a meeting.

7.11 Committees of the Board

The board may establish committees for the efficiency of doing its work. Each committee must have a purpose that is clearly established prior to its creation. No committee of the board may exercise authority or power outside the work of the board. Committees are for the purpose of fulfilling assigned duties of the board and serve no administrative function within the Corporation. Each committee chooses its own chairman by a majority ballot.

7.12 Compensation

No compensation will be provided by Church of God, a Worldwide Association, Inc., to any member of the Ministerial Board of Directors for their board work. The Corporation may pay all reasonable travel, communication and other out-of-pocket expenses required for board members. The MBOD shall adopt a compensation policy to ensure that employee compensation levels are reasonable and appropriate. This policy shall include research and findings contributed from one or more sources which are independent of the MBOD.

7.13 Miscellaneous

- 1) Without regard to whether a quorum is present, a simple majority of the board may adjourn any meeting. Reconvening such a meeting requires proper notice to all board members pursuant to these Bylaws.
- 2) A board member may waive any notice to which he is entitled under these Bylaws. In the event that a board member did not receive proper notice of a meeting, the board member's timely appearance at the meeting shall constitute waiver of notice.
- 3) From time to time, the board may find it necessary to discuss matters and to conduct business in a confidential setting. The term "private session" refers to any meeting of the board or any portion of a meeting of the board that is subject to confidentiality. Any board meeting, or any portion thereof, may be conducted in private session. Before or during any meeting, any one or more board members may request that the meeting, or a portion thereof, be conducted in private session. Upon such request, the chairman of the board is required to take action consistent with the request. All board members shall have a duty of confidentiality regarding meetings, or any portions of meetings, that are conducted in private session.
- 4) A board member may resign by giving written notice to the chairman, the secretary or the president. The effective date shall be specified in the resignation letter. If no effective date is specified, the resignation shall be deemed effective upon receipt. No board member may resign if the Corporation would, as a consequence of such a resignation, have a number of board members that is less than the minimum number required by law. A minimum of three board members is required.

ARTICLE 8 – MAJORITIES REQUIRED FOR APPROVAL

8.1 Majorities Identified in Governing Documents

- 1) Doctrinal changes require approval by three-fourths (3/4) of all ballots cast by the elders who choose to ballot on the particular issue.
- 2) Amending of governing documents, including these Bylaws and the Constitution, requires a two-thirds (2/3) majority of the ballots cast by the elders who choose to ballot. The exceptions are the Fundamental Beliefs in

- the Constitution, which require three-fourths (3/4) of those balloting to approve a change.
- 3) Removal of an officer or MBOD member requires five out of seven members of the MBOD approving.
 - 4) Decisions of the MEAC require approval by four out of five members of the MEAC.
 - 5) Selection of the president requires approval by a minimum of five out of seven MBOD members.
 - 6) Appointment of operation managers requires a majority of the seven members of the MBOD approving.
 - 7) Approval of the strategic plan, the financial plan (budget) and the operation plan requires a majority of the seven members of the MBOD.
 - 8) Appointment to the MEAC requires a minimum of five out of seven members of the MBOD approving.
 - 9) Appointment to the Doctrine Committee requires five out of seven members of the MBOD approving.
 - 10) Approval of organizational policies requires a majority of the ballots cast by the MBOD members.
 - 11) Determining the location of the principal office of the Corporation requires a majority of the seven MBOD members approving.
 - 12) A no-confidence ballot to remove the president or a member of the MBOD can proceed only after a resolution calling for such a no-confidence ballot is endorsed and approved by at least 25 percent of all elders. Following such a resolution (which carries the required level of endorsement and approval), the secretary shall supervise the no-confidence ballot as required by these Bylaws. In the case of a no-confidence ballot, actual removal of the president or member of the MBOD requires approval by at least 60 percent of the total number of career elders.

8.2 Majorities Not Identified in Governing Documents

In all cases in these Bylaws where the margin for approval is not specified, a simple majority of ballots cast will be the standard for approval.

ARTICLE 9 – OFFICERS AND OPERATION MANAGERS

9.1 Office of the President

The president is responsible for the day-to-day operations of Church of God, a Worldwide Association, Inc. Unless there is a spiritual or moral failing or a disqualification based on physical or mental capacity, the president and his management team will serve as the administration for Church of God, a Worldwide Association, Inc.

The president will serve a seven-year term, which can be renewed by the MBOD at the end of each seven-year term. The president provides spiritual leadership for

the Church throughout the world and shall work with the legal entities established in areas outside the United States. The president who takes office after June 1, 2011, and prior to December 31, 2011, shall serve as president for the remainder of 2011 and shall automatically begin his seven-year term on January 1, 2012.

9.1.1 Duties of the President

Except as limited by these Bylaws, the president shall generally have all rights and duties that traditionally attend the role of that corporate office. Specifically, the president is vested with the following duties:

- 1) Communicating with the Church and the board, serving as spokesman for the Church and promoting the mission and the vision of the Church.
- 2) Nominating areas of operation and a team of operation managers to fill such positions for approval by the MBOD.
- 3) Preparing an annual strategic plan, financial plan (budget) and operation plan in consultation with operation managers. The strategic plan, financial plan (budget) and operation plan must be approved by a majority ballot of the MBOD.
- 4) Supervising employees of the Corporation.
- 5) Managing the principal office and employees of said office.
- 6) Supervising the day-to-day management of the Corporation.
- 7) Providing spiritual leadership for the Church worldwide.
- 8) Serving as the chief executive officer for the Corporation.
- 9) Attending meetings of the MBOD at his discretion. The president shall have the right to attend MBOD meetings that are subject to private session. However, in that event, the president is held to the same level of accountability for confidentiality regarding the private session meeting as that of a board member.

9.1.2 Eligibility

- 1) The president must be an elder with a minimum of 15 years of ministerial experience.
- 2) The president must have a minimum of five years of pastoral experience or equivalent experience in the administration of the college and/or the Church included in the required minimum of 15 years of ministerial experience. College administration experience refers to experience serving in the administrations of Ambassador College or Ambassador University. Church administration experience refers to serving in the administration of a Church of God organization as defined in Article 6.1 of these Bylaws. Any questions of eligibility will be resolved by the MBOD.
- 3) The president may not be a member of the MBOD. If he is a member of the MBOD at the time of selection, he must resign in order to serve as president.

9.1.3 Process of Selection

- 1) The president shall be selected by the MBOD with a minimum of five ballots out of the seven. Balloting must continue until one candidate receives the required five ballots. If a candidate is a member of the MBOD, he is eligible to ballot during the process and remains a member of the MBOD throughout the process. Upon his acceptance of the position of president, he shall resign from the MBOD. The effective date of his resignation shall be no later than the day before he takes office as president.
- 2) All regular presidential elections shall take place at least 30 days before the conclusion of the seven-year term of the current president, and the president-elect shall take office on the following January 1. In the event that a presidential vacancy occurs prior to the scheduled expiration of a president's term, the board shall promptly select a new president to serve out the remainder of the former president's term. Upon such a selection, the new president shall take office immediately.

9.1.4 Term of Office

- 1) The term of office for the president shall be seven years, and the president may be reelected at the conclusion of each term. However, the term may be automatically augmented or extended based on the circumstances set forth in Bylaw 9.1.4(2).
- 2) By default, the president's term of office begins on January 1 and ends on December 31 at the conclusion of the seven-year term. In the event that the president's term expires on a date other than December 31, his term shall automatically extend to, and terminate on the following December 31.
- 3) There is no limit to the number of terms that a president may serve. He must be elected to each term according to the process laid out in these Bylaws.

9.1.5 Removal From Office

- 1) The president may be removed at any time by a ballot of five out of seven MBOD members.
- 2) The president may be removed by a ballot of no-confidence with a margin of approval by at least 60 percent of all career elders. This shall be a secret ballot. To have a proposition regarding a ballot of no-confidence presented to the career elders for a 60-percent affirmative ballot, a resolution for a ballot of no-confidence regarding the president must be endorsed and approved by a minimum of 25 percent of all members of the Corporation (all credentialed elders). Following such a resolution (which carries the required level of endorsement and approval), the secretary shall supervise the no-confidence ballot as follows: The secretary shall use reasonable means to give notice of the

ballot to all career elders within three calendar days of his receipt of the endorsement. Within seven days of giving notice of the ballot to the elders, the secretary shall send a ballot to all career elders regarding the no-confidence resolution. All such ballots shall be sent to the career elders by U.S. mail or other comparable methods. The deadline for return of these ballots shall be 21 days from the date when the ballots were sent by the secretary. The ballots shall be reviewed by the secretary and at least two witnesses who are members of the MEAC; or an independent, outside accounting firm may be used. Once confirmed, the results are conveyed to the secretary (in the case of use of an outside firm) and chairman of the MBOD. The results of the ballot shall be published to the president and the members of the Corporation (elders) within three business days of the deadline for the return of the ballots. If a no-confidence ballot is successful, the president's term of office shall end immediately upon notice presented to the president by the secretary or MBOD chairman.

9.1.6 Employment Contracts

The president shall not cause the Corporation to enter into any employment contracts without the express approval of the MBOD.

9.2 Operation Managers

Individuals who are eligible to serve as operation managers are those who: (a) have a reputation for having borne good spiritual fruits ("able men, such as fear God, men of truth, hating covetousness" and "full of the Holy Spirit and wisdom"—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity; and (c) possess the corporate skill sets necessary to fulfill the duties and responsibilities required of senior leadership.

9.2.1 General Duties

- 1) Operation managers are part of the management team for Church of God, a Worldwide Association, Inc.
- 2) Operation managers are responsible for the management of an operation of the Corporation as proposed by the president and approved by the MBOD.
- 3) Operation managers shall assist the president in the day-to-day management of the Corporation.
- 4) Operation managers shall perform additional duties that are assigned by the president.

9.2.2 Eligibility

- 1) An operation manager must exhibit the spiritual and leadership qualities required of senior positions in Church of God, a Worldwide Association, Inc.
- 2) An operation manager may not serve concurrently on the MBOD.
- 3) An operation manager for Ministerial Services must be an elder with a minimum of 20 years of total experience in the pastoral ministry of a Church of God Organization.
- 4) An operation manager for financial services must have a minimum of 10 years of experience in financial management. It is not required that this position be filled by an elder.
- 5) The operation manager for media operations requires a background in a diversity of media endeavors. This individual must be an elder.

9.2.3 Process for Selection

Operation managers are nominated by the president and approved by the MBOD by a majority ballot.

9.3 Secretary of the Corporation

9.3.1 General Duties

The secretary is the custodian of the Corporation's records. The secretary shall: (a) prepare MBOD minutes in one or more books provided for that purpose; (b) see that all notices are duly given consistent with the provisions of these Bylaws, or as required by law; (c) keep a register of the postal mailing address of each member of the Corporation; and (d) be responsible for authenticating the Corporation's records. In addition, the secretary shall possess and may exercise the power and authority, and shall perform the duties, that may, from time to time, be assigned to him by the board or the president and that are incidental to the office of secretary.

9.3.2 Eligibility

The office should be filled by an individual who has the level of skills necessary to keep up with the flow of information for the Ministerial Board of Directors. As an officer of the Corporation, the secretary cannot be a member of the MBOD. The secretary must be a credentialed elder.

9.4 Treasurer of the Corporation

9.4.1 General Duties

BYLAWS, CHURCH OF GOD, A WORLDWIDE ASSOCIATION, INC.

As chief financial officer of the Corporation, the treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation; (b) receive and give receipts for money due and payable to the Corporation from any source whatsoever; and (c) deposit all money in the name of the Corporation in the banks, trust companies or other depositories as shall be used by the Corporation. In addition, the treasurer shall perform the duties that may, from time to time, be assigned to him by the MBOD or the president.

The treasurer may reasonably delegate any duties incidental to his office. Corporate records and accounts maintained by the treasurer shall be open to inspection by any board member or the president. The treasurer shall perform other duties incidental to his office as the board or president may prescribe. The treasurer does not have the ultimate authority to determine the use of corporate funds, but shall give advice and counsel to the president and MBOD regarding such decisions.

9.4.2 Eligibility

- 1) The treasurer must have a minimum of 10 years of experience working in the financial field.
- 2) The treasurer is not required to be an elder.
- 3) The treasurer may also serve as the operation manager for the finances of the Corporation while holding the office of treasurer.
- 4) The treasurer may not serve on the MBOD.

9.4.3 Annual Balanced Budget

The president is responsible for proposing an annual balanced budget to the Ministerial Board of Directors for their approval. The treasurer will work with the president and his operation managers in preparation of the budget. The budget must be presented to the MBOD at least 30 days prior to the beginning of a new fiscal year.

9.5 Vice President of the Corporation

The vice president shall possess and may exercise the power and authority and shall perform the duties that may, from time to time, be assigned to him by the board or president.

ARTICLE 10 – DOCTRINE COMMITTEE

When the term “doctrine” is used in these Bylaws, it refers to ecclesiastical doctrine that derives from the Holy Bible and is consistent with the Fundamental Beliefs of the Church of God, a Worldwide Association, Inc.

This committee is composed of five elders and is not a committee of the MBOD. The Doctrine Committee is responsible for working with doctrine. It is responsible for doctrinal reviews, resolving doctrinal disputes and clarifying doctrine. Those who serve on this committee must have a record of doctrinal integrity.

Doctrine is extremely important and must be handled with great care, as shown by Titus 2:7: “In all things showing yourself to be a pattern of good works; in doctrine showing integrity, reverence, incorruptibility.” While this committee shall protect, document and safeguard the doctrines of the Church, this committee cannot change doctrine. As set forth elsewhere in these Bylaws, the process for changing doctrine requires three-fourths (3/4) approval by all elders who cast ballots on the doctrinal issue in question.

10.1 General Duties

The Doctrine Committee has the following duties and responsibilities:

- 1) To document, clarify, protect and safeguard the doctrines of the Church.
- 2) To propose doctrinal changes to the elders for approval (a doctrinal change requires approval by three-fourths of all elders who cast ballots).
- 3) To make rulings on the question of whether a doctrinal statement is, in fact, a change in doctrine that must be presented to the elders, with one exception: If a doctrinal statement is authored by the Doctrine Committee itself, the MBOD will rule on whether the statement constitutes a doctrinal change. In such cases the decision of the MBOD will be final.
- 4) To review doctrinal statements, including papers that are submitted to the committee by elders or Church members. If the Doctrine Committee approves the statement (including any authored by the committee itself) by a majority vote, it shall go before the MBOD for final approval before the statement can be published. Statements or papers rejected by the Doctrine Committee may be appealed to the MBOD. The MBOD’s decision will be final.

10.2 Review Process Prior to Publication

All doctrinal material must be reviewed and approved by the Doctrine Committee prior to publication or must be submitted to the process for review as established by the Doctrine Committee and approved by the MBOD. Decisions made by the committee involving publication of material may be appealed to the MBOD.

10.3 Eligibility

- 1) A Doctrine Committee member must be an elder with at least 20 years of ministerial experience (calculated from date of ordination).
- 2) Individuals who are eligible to serve on the Doctrine Committee are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are

known for doctrinal integrity; and (c) possess the skill sets necessary to fulfill the duties and responsibilities of the Doctrine Committee.

- 3) Any disputes or concerns over an individual's eligibility shall be resolved by the MBOD, and the MBOD's decision shall be final.

10.4 Process for Selection

Doctrine Committee members shall be selected according to the following procedures:

- 1) Eligible candidates are nominated by the president.
- 2) Upon nomination, members must be approved by the MBOD with a minimum of five of the seven members balloting in favor of each member.

10.5 Term of Office

- 1) A member of the Doctrine Committee shall have an indefinite term of office.
- 2) A Doctrine Committee member's term ends upon the occurrence of any of the following:
 - a. Death.
 - b. Resignation from the committee or from the ministry of Church of God, a Worldwide Association, Inc.
 - c. Pursuant to the requirements of Bylaw 10.6, removal by the MBOD by a margin of at least five of the seven members of the MBOD.

10.6 Removal From Office

A Doctrine Committee member may be removed from office as a result of mental or physical incapacity, the espousal or promotion of doctrinal heresy, ineligibility to hold the position under these Bylaws, or a moral or ethical violation. To remove a Doctrine Committee member on any of these grounds, the MBOD must approve such removal by a margin of five out of seven ballots. A removal on the basis of a moral or ethical violation or the espousal of doctrinal heresy is appealable to the MEAC.

ARTICLE 11 – MORAL AND ETHICS ASSESSMENT COMMITTEE

The Moral and Ethics Assessment Committee (MEAC) shall be comprised of five elders, each selected for his integrity and fairness. The MEAC is an ecclesiastical and organizational panel that is vested with binding judicial authority in limited matters. As such, the jurisdiction of the MEAC shall not exceed the limits that are specifically set forth in these Bylaws. Any rulings by the MEAC, within its jurisdiction, are final and binding; and all board members, officers, operation managers, employees and members of the Corporation shall abide by and comply with all rulings, opinions and decisions of the MEAC.

Individuals eligible to serve on the Moral and Ethics Assessment Committee are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity; and (c) possess the analytical skill sets necessary to fulfill the duties and responsibilities of the MEAC. The MEAC shall choose a chairman from among their group by a majority ballot of the committee. The chairman serves at the pleasure of the committee.

11.1 Jurisdiction, Independence and General Duties

- 1) The MEAC is established for the purpose of insuring that egregiously unethical and immoral conduct by an elder or elders will be addressed appropriately and without partiality. As such, except where otherwise limited in these Bylaws, the MEAC has original jurisdiction to hear and judge any charges regarding an elder’s alleged unethical or immoral conduct. Pursuant to this original jurisdiction, the MEAC shall hear and decide all cases that are directly submitted to it.
- 2) Further, except where otherwise limited by these Bylaws, the MEAC has jurisdiction to hear appeals regarding an MBOD decision concerning the interpretation, effect, meaning or consequence of these Bylaws or the Constitution of the Corporation. The MEAC shall be vested with only appellate jurisdiction in such cases of interpretation of the Corporation’s governing documents, and the MEAC has the discretion to either accept such a matter or decline to accept such a matter. If the MEAC declines to accept the matter, the decision previously rendered shall remain undisturbed. All appeals under this provision concerning interpretation of the governing documents shall be made within 30 days of the decision, publication or pronouncement of an interpretation of the governing documents by the MBOD. Only the president or one or more MBOD members may bring such an appeal regarding an interpretation of the governing documents.
- 3) The MEAC is authorized to hear appeals from elders who have been removed from the ministry by the administration in the U.S. or by a senior minister in areas outside the U.S.
- 4) The MEAC is authorized to hear appeals from members of the Doctrine Committee and the MEAC who have been removed from said committees by the MBOD.
- 5) The MEAC is independent of the MBOD and the administration.
- 6) All charges against an elder must be in writing and must be filed with the chairman of the MEAC by a credentialed elder. Upon receipt of a charge, the chairman of the MEAC shall forthwith deliver the charge to the MEAC. A copy of the accusation must be given to the accused elder. A charge may be brought against an elder by either a Church member or another elder. Any Church member who brings a charge against an elder must do so through the local pastor. If the charge brought by a Church member is against a Church member’s local pastor, the charge shall be submitted through the operation manager of Ministerial Services if the local pastor is in the U.S., or through the senior minister (regional director, senior pastor, regional pastor or

equivalent) if the local pastor is in an area outside the U.S. Any charge against an elder must be endorsed by the testimony of two witnesses (1 Timothy 5:19).

- 7) The MEAC shall communicate with the president and the operation manager for Ministerial Services in all areas of discipline and ministerial investigation regarding charges against elders in the U.S. that have been submitted to the committee. The MEAC shall communicate with the president and the senior minister (regional director, senior pastor, regional pastor or equivalent) in all areas of discipline and ministerial investigation regarding charges against elders in areas outside the U.S.
- 8) The president and operation manager for Ministerial Services may attend committee meetings if the MEAC is discussing charges against an elder from the U.S., and the president and senior minister (regional director, senior pastor, regional pastor or equivalent) may attend committee meetings if the MEAC is discussing charges against an elder from an area outside the U.S. In neither case is the president, operation manager or senior minister eligible to ballot on any disciplinary action taken against an elder. The MEAC may require that the president and the operation manager for Ministerial Services (or the president and senior minister) not attend a specific meeting if the committee believes there will be a conflict of interest or that discussions will be hindered.
- 9) The MEAC will consult with and include input from the president and the operation manager for Ministerial Services before taking any disciplinary action against an elder in the U.S., or with the president and senior minister (regional director, senior pastor, regional pastor or equivalent) before taking any disciplinary action against an elder in areas outside the U.S.
- 10) The MEAC has the authority and discretion to discipline any elder. Said discipline shall consist of a range of options up to and including removal from the ministry and revocation of the elder's credentials.
- 11) All decisions of the MEAC require agreement by four out of five ballots to be final and binding.
- 12) The decisions of the MEAC are not subject to appeal.
- 13) The MEAC shall be comprised of five elders.

11.2 Eligibility

- 1) A MEAC member must be known for doctrinal and moral integrity.
- 2) A MEAC member must be at least 60 years of age with a minimum of 20 years of pastoral experience, Church administration experience or college administration experience (eligible experience includes that of a pastor, or equivalent experience in the administration of a Church of God Organization, Ambassador College or Ambassador University).
- 3) A MEAC member must have a reputation for good spiritual fruit.
- 4) A MEAC member may not be an officer of the Corporation or a member of the management team or a member of the MBOD.

11.3 Term of Office

- 1) A MEAC member shall have an indefinite term of office.
- 2) A MEAC member's term ends upon the occurrence of any of the following:
 - a. Death.
 - b. Resignation from the committee or the ministry of Church of God, a Worldwide Association, Inc.
 - c. Election to the MBOD.
 - d. Appointment to the position of an officer or member of the management team.
 - e. Removal by the MBOD.
 - f. Failure to fulfill the eligibility requirements laid out in these Bylaws.

11.4 Removal From Office

A MEAC member may be removed from office as a result of mental or physical incapacity, the espousal or promotion of doctrinal heresy, ineligibility to hold the position under these Bylaws or a moral or ethical violation. To remove a MEAC member requires a margin of five out of seven ballots of MBOD members. The decision to remove a MEAC member by the MBOD is appealable to the MEAC; however, the removed individual is not eligible to participate in any deliberations or in the ultimate ballot regarding his case.

11.5 Process for Selection

- 1) Eligible candidates are nominated by the president.
- 2) Upon nomination, each member must be approved by the MBOD with a minimum of five of the seven members balloting in favor.

ARTICLE 12 – GENERAL PROVISIONS

12.1 Fiscal Year

The fiscal year shall begin January 1 and end December 31.

12.2 Judicial Authority Regarding Bylaws

The Ministerial Board of Directors has judicial authority with respect to the interpretation and enforcement of the Constitution and these Bylaws and unless the jurisdiction of the Moral and Ethics Assessment Committee is engaged due to an appeal, the MBOD's decisions on these matters are final. In the event that the jurisdiction of the MEAC is properly engaged through an appeal, the MEAC has final judicial authority with respect to the interpretation of the Constitution and these Bylaws.

12.3 Prayer

All meetings of the Ministerial Board of Directors and its committees shall open with prayer. The same is true of the Doctrine Committee and the Moral and Ethics Assessment Committee.

12.4 Extensions

In the event that the time for the performance of any action under these Bylaws, or pursuant to any other document or process associated with the Corporation, falls on the Sabbath, a holy day, a Sunday or legal holiday, such time for performance shall be automatically extended to the next business day.

12.5 Indemnification

As allowed by law, the Corporation may, in its discretion, indemnify current or former board members, officers, employees or contractors, or any other person allowed by law, against all judgments, fines, penalties, settlements, expenses or other amounts incurred by, or imposed upon, them in connection with any relevant proceeding. The board is authorized to make decisions regarding indemnification. Any board member who is or was a party to a proceeding about which indemnification is pursued shall remove himself from any meetings and decisions regarding the indemnification. If the board cannot authorize indemnification due to the inability of the board to form a quorum relevant to such a meeting and indemnification issue, then the issue of indemnification shall be referred to the MEAC, which shall be authorized to resolve the issue and order indemnification.

12.6 Conflicts of Interest

The Corporation shall adopt and abide by a conflict of interest policy.

ARTICLE 13 – REMOVAL OF AN ELDER AND RIGHT OF APPEAL

13.1 Removal of an Elder

An elder may be removed from the ministry and have his credentials revoked for cause by the president and management team of Church of God, a Worldwide Association, Inc., or, if such elder resides in an area outside the U.S., by the senior minister (regional director, regional pastor, senior pastor) or his equivalent. An elder may also be removed from the ministry and have his credentials revoked for cause by the MEAC.

13.2 Appeal of Removal

Any elder who is removed from the ministry, or who is otherwise formally disciplined, may appeal such action to the Moral and Ethics Assessment

Committee, unless such removal or discipline was imposed by the MEAC pursuant to its original jurisdiction. In that case, the MEAC's decision is final and not appealable. Any appeal must be in writing and must be handled expeditiously. For an appeal to be submitted to the MEAC, appropriate documentation, which shall include a notice of appeal and a statement of the issues to be reviewed, must be submitted by the removed or disciplined elder to the chairman of the MEAC within 21 days of removal or discipline

ARTICLE 14 – AMENDING GOVERNING DOCUMENTS

14.1 Process for Amendments

Any elder of Church of God, a Worldwide Association, Inc., may present a proposal for an amendment to the Corporation's Bylaws or Constitution to the MBOD at any time. All recommendations will be considered by the MBOD, which will decide whether the amendment will be presented to all credential elders for consideration. A decision to present the proposal to the elders requires a majority ballot of the MBOD. Proposed amendments can only be presented by the MBOD; but if a decision is made to present an amendment, it must be presented to all credentialed elders for their approval by way of the balloting process. For an amendment to the Bylaws or Constitution to pass, two-thirds (2/3) of all elders balloting must ballot in the affirmative. The exception to the two-thirds majority will be any amendment to the Fundamental Beliefs provisions of the Constitution, which requires an approval of three-fourths (3/4) of all elders balloting. Once it has been determined by the MBOD that a proposed amendment will be presented to the elders for a ballot, that ballot shall take place within 30 days of the date such determination was made as recorded by the secretary.

14.2 Requirement for Legal Review

Before being presented to the credentialed elders for approval, all amendments must be submitted for legal review to determine if there is any issue of legality regarding the outcome of such an amendment.