



## **BY-LAWS OF NETIVOT OLAM - ANCIENT PATH MINISTRIES**

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*2026 By-Laws v.01*

### **FROM THE BOARD OF DIRECTORS**

These Bylaws reflect our present understanding of the revealed Word of God as it relates to congregational structure and authority. We do not claim to have all knowledge and we recognize that God's revelation and restoration is progressive. Amendments to these Bylaws may be made by our Leader (Nasi) and the Board of Directors, at any time they deem it necessary to alter congregational government to conform to God's Word as revealed and understood in present truth, after prayerful and judicious consideration.

# BYLAWS

## ARTICLE I VISION, PURPOSES, PREROGATIVES

**1.01 Right of Self-government.** This congregation shall have the right to govern itself according to the standards of the TaNaK (Torah, the Prophets, and the Writings), and Apostolic scriptures, "endeavoring to keep the unity of the Spirit in the bond of peace. . . till we all come in the unity of the faith and/or the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Messiah" (Ephesians 4:3-13). For purposes of the Ancient Path Ministry's faith, doctrine, practice, policy, and discipline, our Leader (Nasi) and our Board of Directors is the Ancient Path Ministry's final interpretive authority on the Bible's meaning and application.

**1.02 Prerogatives.** This congregation shall implement its Hebraic lifestyle commissioned by the following prerogatives:

- a. To establish, administer, maintain and oversee all services and matters pertaining to the following ordinances: The weekly Shabbat service, the annual Festivals and Holy Days, baptism into Yeshua, marriage (including divorce and remarriage), religious circumcision, redemption of the firstborn, licensing and ordinations, funerals and all other ordinances found within the TaNaK and Apostolic scriptures;
- b. To establish and maintain such departments, institutions and services within the Fellowship for the propagation of the Gospel and its work embraced by the purposes of this corporation;
- c. To examine candidates for the ministry, and to license, commission, and ordain those who shall have been approved by the Board of Directors of this congregation according to standards set forth by the TaNaK and Apostolic Scriptures;
- d. To designate its own officers, to appoint committees, to arrange for its own meetings, and to govern itself in accordance with these Bylaws herein and after defined;
- e. To establish and define policy, beliefs, values, and practices by which it shall be governed;
- f. To take such other and further actions and prerogatives as may be necessary or appropriate to implement and operate its Biblical commission.

**1.03 Statement of Mission, Vision, and Values.**

- a. **Mission:** We exist to help people encounter Yeshua (Jesus) as The Way, The Truth, and The Life. Everything begins and ends with Yeshua the Son of God and Savior of the world. In Him alone, we find our way back to the Father. In Him alone, we discover what is true from what is false. In Him alone we find meaning and purpose; a true life that begins in Him and will never end. Ancient Path Ministries exists to help all to encounter and foster an authentic, life sustaining relationship with Yeshua and each other!
- b. **Vision:** To birth and establish Messianic congregations where believers can unite, worship, fellowship, grow, and share this mission within the world we live.  
Faith based congregations/synagogues are the historic way that God's people come together in faith, love, and purpose. These are and remain places of identity, faith, hope, and love in a world that is lost, angry, hurt, and in despair. We endeavor to do our part in replicating Messianic Hebraic, faith-based communities that will connect believers in life giving ways.
- c. **Ten Core Values:**
  1. The Kingdom: The Gospel is the Gospel of the *Kingdom of God*.

- a. The Kingdom of God is the realm of His rule and reign in heaven and on earth and through all of creation. It is manifest in various ways for all to see (Romans 14:17; 1<sup>st</sup> Corinthians 4:20).
- b. A person enters this glorious and powerful Kingdom through repentance of sin and faith in Yeshua as Lord and Savior (Rom 10:9-10; Colossians 1:13-14).
2. Transformation: The Kingdom is Present and Advanced in a Transformed Life.
  - a. Kingdom citizens are transformed as they yield to the power of the Holy Spirit in them and renew their minds by embracing and trusting in the Holy Scriptures (Rom 12:2; 2 Thess. 2:13; 2 Cor. 3:17-18).
  - b. The gifts of the Holy Spirit enable each believer to effectively represent Yeshua and His Kingdom in unique and powerful ways (1<sup>st</sup> Cor 12-14).
3. Localism: The Kingdom is Present and Advanced in Vibrant Local Congregations/Communities.
  - a. The local congregation/community is the Body of Messiah in that location.
  - b. The local congregation/community is the fundamental manifestation of the greater corporate people of God (Israel) in the world.
4. Order: The Kingdom is Present and Advanced in Biblical Order.
  - a. Hierarchy is seen primarily in three Biblical institutions
    - i. Marriage/Family
    - ii. Civil Government and
    - iii. The Ecclesia (The Church, beginning with Israel at Sinai and led by Moses Acts 7:38)
  - b. There are levels of balanced and accountable leadership in the Ecclesia (Exo. 18).
  - c. This is seen in the Apostolic Scriptures in the designations Overseer, Elder/Shepherd, Deacon.
5. Worship: The Kingdom is Present and Advanced through Worship in Spirit and Truth.
  - a. Worship contains formal and structured patterns of liturgy as well as informal and spontaneous forms.
  - b. It involves our heart and intellect (Jn. 4:23-24).
  - c. It is restrained and informed by the Truth (Holy Scriptures) (Deut. 12:28-32).
6. Torah: The Kingdom is Present and Advanced in a Yeshua Centered, Spirit Led Observance of the Torah (the Yoke of Messiah).
  - a. The Torah is the bedrock of all the Scriptures (Psalm 19:7-11).
  - b. It is God's instruction concerning righteousness (Psalm 119:142; 160; 172; 2nd Tim. 3:16).
  - c. It is interpreted and applied through the lens of the teachings of the Messiah (The Apostolic Scriptures - Matt. 5:17-19; Matt.11-28-30).
7. Unity: The Kingdom is Present and Advanced Through a Practical Unity.
  - a. The observance of the Torah affords believers the opportunity for practical unity (1st Corinthians 7:19; Heb. 8:10).
  - b. From observing the annual Holy Days to the weekly Shabbat, we connect with each other and our nearly 4000-year-old ordinances (Exo. 19-20; Exo. 31:12-18; Lev 23; Deut. 5; Rev. 12:17; Rev. 14:12).
8. Covenants: The Kingdom is Present and Experienced in the Covenants of Promise (the following list is not exhaustive).
  - a. Adamic/Edenic: Dominion over this World (Gen. 1:26-30).
  - b. Abrahamic: Justification by faith alone (Gen 12-13; 17:1-14; Is. 51:1-2; Rom 4).
  - c. Mosaic: Nationhood and Sanctification (Exo. 19-20; Deut. 4:13; Exo. 19:9).

- d. Davidic: The privilege of Ruling and Reigning (2nd Sam. 7:4-17; Jer. 33:17-26).
- e. The New Covenant: A renewal of the promises and provisions of the prior covenants, which were lost through unbelief and disobedience: (Jer. 31:31-37; Lk. 22:1-20; 1<sup>st</sup> Cor. 11:23-26; Heb. 8).
- 9. Globalism: The Kingdom is Present and Advanced in the discipleship of the Nations (Peaceful Dominion-Missions).
  - a. Nations are to be discipled, not just individuals (Matt:28:18-20; Matthew 25:32).
  - b. Nations will interact with the New Jerusalem in the future (Rev. 21:24-26).
- 10. Phases: The Kingdom is Present and Advanced in Two Phases: Redemptive (Past/Present) and Glorious (Future).
  - a. Redemptive: (Matt 12:28; Colossians 1:13-14).
  - b. Glorious: (Rev 20:9-22:5).

**1.04 Enumerated Purposes.** This congregation shall be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section in order to, but not limited to:

- a. Minister the Word of God.
- b. Minister the Gifts of the Holy Spirit.
- c. Conduct a regular religious worship service through various forms of ministries.
- d. Promote and encourage, through the ministries of the organization, cooperation with other organizations ministering within the community.
- e. Spread the Word of the Gospel by ministering to all through seminars, radio, television, Internet, social media, and other forms of mass media.
- f. To conduct a local congregation by the direction of Yeshua the Messiah and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Holy Bible.
- g. To maintain local congregational facilities;
- h. To conduct a school for the training of the redeemed to minister.
- i. To license (if needed professionally) and ordain qualified individuals.
- j. To provide Congregation School or any other type of school for the religious and educational instruction of anyone under the direction of the congregation; and
- k. To provide facilities for a day childcare center during services.
- l. To provide training for all aspects of leadership in the Body of Messiah.
- m. To provide for missions and other outreach programs.
- n. To provide a center for the development of Messianic dance and arts.
- o. To fulfill the call of the Yeshua the Messiah to care for one another by, among other things, operating a food bank and providing benevolence to those in need; and
- p. To undertake such other and further purposes as may be necessary to fulfill the calling of a Biblical Judaic Congregation called to co-labor with God in the earth, His harvest field.

## **ARTICLE II BOARD OF DIRECTORS (AKA ELDERS/ADVISORS)**

**2.01 Number and Qualification.** The business and affairs of this corporation shall be managed and conducted by the Board of Directors, except as otherwise provided in applicable law, the Articles of Incorporation, or these Bylaws. The Board of Directors shall consist of not less than three (3) and no more than eleven (11) individuals male or female. The Head/Leader (Nasi) and the Elders shall be biological men with biological women as Advisors. Directors must meet and maintain the biblical qualifications of an Elder or Advisor in the Ancient Path Ministries and must have an established relationship with the Head/Leader. At all times,

however, a majority of Directors shall be selected from among the congregation who meet Ancient Path Ministries' qualifications of an Elder or Advisor, provided that there are enough people who meet these qualifications of Director in the congregation to satisfy this requirement. Directors are not required to be residents of Colorado. The qualifications of an elder are as follows: Elders shall be mature biological men of faith and the Holy Spirit. Eldership is a function of both qualification and relationship. Consequently, Elders shall meet and maintain, in the sole discretion of the Head/Leader with the advice of the existing Board of Directors, the following conditions as prerequisites of the Elder's position in the congregation:

- a. They shall be biological men who have established relationship with the Head/Leader (Nasi) in that they have exhibited a spirit of hearty cooperation and submission to the spiritual and biblical oversight of the Leader and leadership of the other Directors.
- b. They shall be biological men of absolute integrity who give no grounds for accusation or reproach.
- c. They shall be loyal to their spouse.
- d. They shall be circumspect, temperate, self-controlled, sensible, well-behaved and dignified, leading an orderly life.
- e. They shall be hospitable, showing love for and being a friend to the members of the congregation.
- f. They shall have a teachable spirit and be willing and able to teach and disciple others.
- g. They shall not be a drunkard or have a combative nature but must rather be gentle and considerate and not quarrelsome, self-willed, arrogant, or presumptuous.
- h. They shall not be a lover of money as exhibited in faithfully and consistently tithing (10 percent of their income) to the general fund of the corporation.
- i. They shall rule their own household well, keeping their children (living with them) under control with dignity, commanding their respect.
- j. They shall have a good reputation and be well thought of within the congregants.
- k. They should, in as much as possible be striving to live according to the standards and dictates of the TaNaK as clarified and established by Yeshua and His apostles (II. Tim. 3:15-17; Matt 5:17-19; Matt. 11:28-30). In addition, their spouse, and children (living with them) shall be committed to the same.
- l. They shall model and observe the Biblical Holy Days and Appointed Times of God in place of the accepted traditional holidays of Rome (i.e. Christmas, Easter, Halloween, Sunday, etc.);
- m. They shall affirm, embrace, and model our Shabbat Guidelines; and
- n. They shall have a proven track record and exhibited success as a leader in their work both in and outside of ministry.
- o. In addition, they must meet such other requirements as may from time to time be established by the Head/Leader with the advice of the existing Board of Directors.

The following are prerequisites of the Advisor position in the congregation:

- a. They will be biological adult women.
- b. They will be dignified in their ministry position and of good reputation within the congregation and outside of it.
- c. They will be married and in good standing with their husband and children (in the home). They shall be loyal to their husband.
- d. They shall recognize the authority of the Eldership and the Head/Leader and work within the construct of the Advisor role.
- e. They shall adhere also to the Elder prerequisites of d., e., g., i., j., k., l., m. and o.

**2.02 Selection and Term.** Directors and Advisors, except for the Head/Leader whose term is perpetual, shall serve for a term of one (1) year and thereafter until their successors are selected and installed. All Directors and Advisors also may be re-appointed each year and serve consecutive terms indefinitely. Members of the

Board of Directors shall be selected by the current Directors in the Congregation. If there is a disagreement on a vote in this area the Head/Leader (Nasi) will make the final decision

**2.03 Resignation, Removal, and Vacancies.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors or by causing his oral resignation to be recorded in the minutes of any regular or special meeting of the Board. After prayerful consideration, a director may be removed from office by the Head/Leader for any reason or no reason with the advice of the Board of Directors. Any vacancy on the Board (including a vacancy created by decision to increase the number of directors) shall be filled as soon as practical thereafter by the Board of Directors then serving immediately.

**2.04 Meetings, Chairman, and Quorum.**

- a. Meetings. The Board of Directors shall meet annually at such place and at such time as the Head Leader may determine for the purpose of advising the Head Leader on the appointment of new directors, or the reappointment of present Directors as may be necessary and for the transaction of such other business as shall properly come before the meeting. Regular meetings at more frequent intervals may be established by the Board and may be held at such times and places as they may determine. Special meetings of the Board may be called at the direction of the Head/Leader or upon the request of a majority of members of the Board made to the Head Leader for such a meeting. In the event that the Head Leader is unavailable and there is an emergency, the remaining Directors may call a special meeting of the Board. Unavailability, for purposes of this paragraph, shall be more than the mere absence of the Head Leader from the location of the principle office of the congregation. It shall mean the inability to contact the Head Leader, or the probable inability to contact the Head Leader, for a forty-eight hour period to request that he convene a special meeting. An emergency is, for purposes of this paragraph, a situation that would require board action within a period of less than forty-eight hours. Any decision made by the Board at such an emergency meeting should be in agreement with the Head/Leader's vision for the welfare and betterment or favorable outcome of the flock, individual or situation in issue.
- b. Chairman. At all meetings of the Board, the Head Leader or, in his absence, a chairman designated by the Head/Leader shall preside.
- c. Quorum. At all meetings of the Board, regular, special, or annual, where the Head Leader (Nasi) is present, a majority or the Head Leader plus two of the directors then appointed and serving (except as otherwise provided in these Bylaws) shall constitute a quorum. At all meetings of the Board, regular, special, or annual, where the Head Leader is not present, all remaining directors eligible to attend the meeting shall constitute a quorum.
- d. Notice of Meeting. Unless otherwise provided by law or prescribed herein, notice of all meetings of the Board of Directors, other than regularly scheduled meetings as set by these Bylaws, the Articles of Incorporation, or by resolution of the Board, shall be given to each director orally, written or communicated electronically not less than one hour before the meeting.
- e. Telephonic attendance at meetings.
  - i. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, or any member may attend any such meeting by such equipment, so long as the following criteria are met:
    - i. A legitimate attempt is made to contact and give notice to all members of the meeting;
    - ii. The quorum requirements are met.
    - iii. All members participating can hear one another.
    - iv. Any matter must be tabled until a non-telephonic regular or special meeting if two or more of the participating members so request; and

- v. A written summary of the telephonic meeting shall be emailed or personally delivered to each member (whether that member participated or not) within seven business days of the date of the meeting.
2. All participating members shall be deemed to be present in person at the meeting. Any action taken by such conference telephonic meetings shall have the same force and effect as any other action of the Board of Directors, and a record of such meeting shall be made a part of the minutes of the Board of Directors.

**2.05 Manner of acting.** The leadership of the congregation, which consists of the Head/Leader, Eldership, Advisors in the Board of Directors and the leadership community shall function by the principles of submission, spiritual leadership, and consensus. The affairs of the corporation shall be conducted by the Board of Directors, and officers as specified herein. Action shall be taken by consensus wherever and whenever possible. In the event that a consensus under the leadership of the Head/Leader is not reached on a matter and a vote is required, each director shall be entitled to one vote, in person and not by proxy, on all matters that come before the Board. The act of a majority of the Board of Directors shall be the act of the Board unless the act of a greater number or concurrence of a specific officer is required by law or by these Bylaws. The Head/Leader shall have the right to veto any action of the Board of Directors, or act contrary to a negative vote of the Board, when he deems such vote to be contrary to the will of God for the Congregation, provided, however, that the Head/Leader may not veto or act contrary to any vote of the Board of Directors when that vote is unanimous against him, unless the Judge/Arbiter with which the congregation is related agrees with the Head/Leader. Any action of the Head/Leader in this regard, the vote of the Board, and the opinion of the Judge/Arbiter must be noted in the minutes of the Corporation.

**2.06 Compensation.** Directors shall not receive any stated salaries for their services as such; but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; and nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. With the exception of the Head/Leader if one of the Board of Directors becomes a paid employee of Ancient Path Ministries he/she will be required to step down from the Board of Directors.

**2.07 Duties and Responsibilities.** The Board of Directors shall be for the purpose of advising, supporting, and assisting in the oversight of the spiritual and temporal ministry of the congregation. Directors must fulfill the duties and responsibilities assigned in these Bylaws prayerfully, in good faith, with ordinary care, and in the best interests of the corporation. They shall have only those duties, rights, and responsibilities assigned to them by these Bylaws and the Articles of Incorporation of this corporation. They shall:

- a. Pray for the congregation.
- b. Assist the Head/Leader in the oversight of the flock.
- c. Offer counsel and advice about the congregation to the Head/Leader and fellow Directors.
- d. Advise and contribute in determining God's intermediate and long-range goals for the congregation.
- e. Review and approve the annual budget, which shall constitute approval of all budgeted items, including all compensation which shall be based on the salary matrix adopted by resolution of the Board of Directors. Approval of the budget by the Board of Directors shall be on or before March 1<sup>st</sup> of the budget year.
- f. Advise the Head/Leader in the hiring of employees.
- g. Approve any single expenditure that exceeds five percent (5%) of the prior calendar year total Congregational revenue.

- h. Assist the Head/Leader in determining how to best pursue the corporation's vision and mission, including ensuring that programs are in place that further the mission of the organization.
- i. Assessing the strengths and weaknesses of the corporation and assisting the Head/Leader in determining the best means to maximize the strengths and minimize the weaknesses.
- j. Evaluate the opportunities along with the threats and risks facing the corporation and assist the Head/Leader in determining the best strategic options to pursue to take advantage of the opportunities, and account for the threats and risks.
- k. Inasmuch as is possible, attend all regular, special, and annual meetings of the Board of Directors.
- l. Perform disciplinary functions as specified under the Articles of Membership of the Congregation.
- m. Strive to maintain at all times the vision of the Congregation under the leadership of the Head/Leader and fellow Directors, working to maintain an attitude of hearty cooperation and unity of fellowship; and
- n. Perform those other tasks and duties as may be assigned by these Bylaws, the Articles of Incorporation, or from time to time, by the Head/Leader.

**2.08 Delegation.** The Board of Directors, with majority agreement, may appoint a task force or task forces made up of leadership team members who are not Directors to perform any function or duty assigned to the Board of Directors by these Bylaws. Such delegation shall be in writing and shall specify the function or duty to be performed by the task force. The written delegation shall be made a part of the minutes of the corporation. In the event of such a delegation, the task force shall act in the full authority and capacity of the Board of Directors in the limited area of the delegation. The secretary of the corporation shall be responsible to see that minutes of meetings of all such task forces shall be kept, approved by the full Board of Directors, and incorporated into the corporate minute book. The Head/Leader, with a consensus of the Board of Directors, may issue such guidelines, policy statements, or the like that he deems necessary under the circumstances for the empowerment, direction, structuring, or functioning of such task forces. However, no such task force shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any Board of Directors member or officer of the corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such task force. The designation and appointment of any such task force and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Board of Directors member of any responsibility imposed.

**2.09 Conflict of Interest.** A Director of this corporation shall not be disqualified by his office, from dealing or contracting with this corporation, either as a service provider or product provider, or otherwise, nor shall any transaction or contract of this corporation be void or voidable by reason of the fact that any Director or any firm of which any Director is a member or any corporation of which any Director is a shareholder, officer or Director, is in any way interested in such transaction or contract.

- a. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or an Officer of the corporation, or to the Chairman if he is not a Director.
- b. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

- c. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board with all relevant information.
- d. A copy of the conflict-of-interest Bylaw shall be furnished to each Director, Officer, and senior Staff member who is presently serving the corporation or who may hereafter become associated with it. This policy shall be reviewed annually for disclosure, information, and guidance of Directors, Officers, or Staff.

**2.10 Informal Action by Board of Directors.**

- a. **Written Consent.** Any action required to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same strength and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be made a part of the minutes of the corporation.
- b. **Telephone Poll.** The Head/Leader shall also be authorized to poll the members of the Board of Directors by means of individual telephone calls or by use of other communication equipment so long as the following criteria are met:
  - 1. A legitimate attempt is made to contact each member of the Board of Directors and a number constituting a quorum is contacted within one twenty-four-hour period.
  - 2. Each question voted upon is posed using essentially identical language.
  - 3. Any matter must be tabled until a non-telephonic regular or special meeting if two or more participating members so request.
  - 4. Written notification specifying the question or questions posed and each individual member's response shall be mailed, electronically sent or personally delivered to each member (whether that member participated or not) within seven business days of the day of the poll; and
  - 5. A record of such poll, including its results and the written notification sent to members, shall be made as part of the minutes of the corporation.

**2.11 Waiver of Notice.** Whenever any notice is required to be given under the laws of the State of Colorado or under the provisions of the Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to receive the notice, whether before or after the meeting, shall be deemed equivalent to actual receipt of the notice.

## **ARTICLE III LEADERSHIP**

**3.01 Congregational Leaders.**

- a. **Head/Leader (Nasi).** The Head/Leader is the head elder and the visionary leader of the congregation. His position, responsibilities, and duties are more fully described in Section 4.02 of these Bylaws.
- b. **Executive Director/Vice President (Paqid)**
  - 1. **Definitions and Duties.**
    - a. The Executive Director/Vice President shall be appointed by the Head/Leader with the advice of the Board of Directors. The Head/Leader shall define the job description of the Executive Director/Vice President. When applicable The Head/Leader, with the advice of the Board of Directors, shall determine the employment status and compensation of The Executive Director/Vice President. The Executive Director/Vice President shall serve under

- the Head/Leader's direction and with the Head/Leader in the administration and oversight of the flock of the Congregation.
- b. The Executive Director/Vice President is responsible for the overall organizing and direction of church staff, leading all functional areas in the accomplishment of the church's vision and mission. This includes outreach, missions, arts, pastoral care, group life, education, student and children's ministry areas as well as strategic planning, finance, administration, human resources, and operations. The Executive Director/Vice President reports to the Head/Leader, working closely with him, the Board of Directors, and the Corporate Officers. The Executive Director/Vice President will lead in aligning staff and leadership teams with Ancient Path Ministries vision and mission. The Executive Director/Vice President will ensure that the systems, practices, activities and policies of the church responsibly and effectively carry out those objectives and other principles established by the Head/Leader. This requires a firm understanding of, and agreement with, Ancient Path Ministries's vision and mission statement, essential statement of faith, core values and strategic objectives.
  - c. The Executive Director/Vice President shall perform the duties and exercise the power of the Head/Leader in case of his temporary absence from the office of the congregation and shall perform such other duties as may from time to time be granted or imposed by the Head/Leader and Board of Directors. He may change the annual, regular, or special meetings of the Board of Directors only with the Head/Leader's knowledge and approval.
  - d. See Executive Director/Vice President job description for full list of duties and responsibilities.
2. Termination. The Executive Director/Vice President works directly with the Head/Leader and may be terminated by him for any or no reason, with the advice of the Board of Directors.

### **3.02 Ministry Teams and Departments.**

- a. The Head/Leader, with the consensus of the Executive Director/Vice President, may from time to time appoint task or project-oriented ministry teams, or create such departments, as he may deem to be necessary to the fulfillment of the purpose, vision, mission, and goals of the congregation. The Head/Leader, with the consensus of the Executive Director/Vice President and Board, may issue such guidelines, policy statements, or the like that he deems necessary under the circumstances for the empowerment, direction, structuring, or functioning of such ministry teams or departments.
- b. Under the direction of the Head/Leader, each ministry team or department may adopt rules for its own government not inconsistent with these Bylaws or with rules, guidelines, policy statements, or the like issued by the Head/Leader and the Executive Director/Vice President.
- c. Ministry Directors/Leaders/Heads.
  1. Definition and Duties. Ministry Directors/Leaders/Heads are those who are responsible for overseeing, coordinating, and leading a given ministry or department of the congregation (e.g., Youth, Children, Worship, etc.). Their authority includes the guidance of the ministry under their care, but not the Head authority over the life and doctrine of the people in the ministry (as is the case for the Board of Directors and Executive Director/Vice President of Ancient Path Ministries). Ministry Directors/Leaders/Heads shall carry out the general policies established by the Head/Leader and the Executive Director/Vice President and shall report regularly to the Head/Leader or other designated leader. They shall perform all duties incident to their position and such other duties as from time to time may be assigned to them by the Head/Leader.
  2. Qualifications. The qualifications for Ministry Directors/Leaders/Heads shall be determined by the Head/Leader and the Executive Director/Vice President.

3. Number, Selection, Term, and Removal. Ministry Directors/Leaders/Heads shall be appointed by the Head/Leader with the advice of the Executive Director/Vice President from the membership of the congregation as needed to lead the various ministries of the congregation. Their term shall continue as long as they function as the leader of the given ministry. Ministry Directors/Leaders/Heads shall serve at the will and pleasure of the Head/Leader and may be removed at any time and for any reason by the Head/Leader with the advice of the Executive Director/Vice President.

### **3.03 Staff.**

- a. To the extent possible, staff and departmental ministry positions shall be filled by volunteers. The Head/Leader, with the advice of the Board of Directors, however, shall have the authority to hire paid staff as necessary to minister to the members of the congregation and to fulfill the vision and purpose of the congregation. All staff serve at the will and pleasure of the Head/Leader, it being recognized that the Head/Leader is the visionary of the congregation and that two cannot walk together unless they agree. Staff members may be removed from their position for any reason or no reason by the Head/Leader with a consensus of the Board of Directors. Such removal, however, shall not hinder or abrogate any contract rights to compensation that the removed staff member may have.
- b. Departmental staff shall consist of all persons who hold a full or part-time, volunteer or compensated, position with one of the departments of the congregation. Departmental staff shall serve at the will and pleasure of the Head/Leader.
- c. The salaries of paid staff, other than the Head/Leader and any member of his family, shall be established by the Head/Leader with the advice of the Board of Directors.

### **3.04 Leadership Community.**

- a. Definition and Meetings. The leadership community of the congregation shall consist of the ascension gift ministries (Apostle, Prophet, Head/Leader, Teacher, or Evangelist) on the staff of the congregation, and the ministry Directors/Leaders/Heads. They shall meet together from time to time as deemed necessary by the Head/Leader to fulfill the purposes and needs of the congregation.
- b. Duties. Members of the Leadership Community shall:
  1. Oversee and care for any significant ministry of the congregation over which they have been given responsibility.
  2. Participate as necessary in the disciplinary processes of the congregation.
  3. Set an example for members of the congregation in spiritual maturity and Messianic life in fellowship one with another under the authority of Yeshua the Messiah and His delegated leadership in the congregation.
  4. Give such counsel and advice to the Head/Leader or Board of Directors as may from time to time be requested.
  5. Form a community of fellowship to exhibit the caring relationship of one Believer for another in the congregation.
  6. Be informed of the annual budget of the congregation.
  7. Be informed of, understand, and support the Purpose, Vision, Beliefs, Values, and major plans of the congregation and communicate those to the members of the congregation.
  8. Generally, represent the Head/Leader and the Board of Directors to the membership of the congregation.
  9. Support and encourage one another in the task of ministry and leadership and in the disciplines of the Messianic life; and

10. Meet together to pray, learn about the leadership task, and deepen understanding of the vision and mission of the congregation.
- c. Term. Members of the Leadership Community shall serve on the Leadership Community so long as they are functioning in the leadership position that qualifies them for membership in the community. Resignation or removal from a leadership position shall also function as resignation or removal from the leadership community. Notification of any such removal shall be given by the Head/Leader to the Leadership Community.

## **ARTICLE IV OFFICERS, EMPLOYEES, AND TRANSACTION OF AFFAIRS**

### **4.01 General Provisions.**

- a. Officers. The officers of the corporation shall be the Head/Leader, who shall also be the President, any number of Executive Director/Vice Presidents (the number thereof to be determined by the Head/Leader with a consensus of the Board of Directors), the Secretary, the Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Head/Leader with a consensus of the Board of Directors, including, if deemed desirable by the Head/Leader, one or more Assistant Secretaries, one or more Assistant Treasurers. Any two or more offices may be held by the same person except the offices of Head/Leader/President and Executive Director/Vice President. Officers, other than the Head/Leader, are not required to be members of the Board of Directors.
- b. Election and Term of Office. The officers of the corporation, with the exception of the Head/Leader, shall be selected annually by the Head/Leader with a consensus of the Board of Directors at the regular annual meeting of the Board or as soon thereafter as may be convenient. The office of Head/Leader shall be held for an unlimited term subject to the following provisions of these Bylaws. Each officer, unless sooner removed by the Head/Leader with a consensus of the Board, shall hold office until the next annual meeting of the Directors or until his successor shall have been duly selected and qualified.
- c. Removal. Any officer or employee may be removed by the Head/Leader with a consensus of the Board of Directors whenever, in his judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or employee so removed.
- d. Vacancies. A vacancy in any office, other than the office of Head/Leader, because of death, resignation, disqualification or otherwise, may be filled by the Head/Leader with a consensus of the Board of Directors for the unexpired portion of the term.

### **4.02 President/Head/Leader (Nasi).**

- a. Calling. The Head/Leader shall be called in accordance with the following procedures for an unlimited period, unless otherwise specified by the Head/Leader at the time of calling. The present Head/Leader's term shall be unlimited.
- b. Resignation or Death. In the event the Head/Leader should voluntarily choose to leave, he shall designate his successor. He may also designate the name of the person who is to succeed him in the event of his untimely death. Such designation shall be made by the Head/Leader after seeking the advice of the Leadership Community. To protect the congregation from an unacceptable appointment, any member of the Board of Directors may ask for a vote on any successor that the Head/Leader may appoint. A two-thirds ( $2/3$ ) vote of all the Directors then serving is required to disqualify any successor designated by the departing Head/Leader. In the event that the Head/Leader dies, or voluntarily leaves, and for any reason does not designate his successor, then the procedure set forth in 4.02 d, shall be followed in choosing a new Head/Leader.

- c. Discipline. In the event the Head/Leader shall have serious charges preferred against him by two (2) witnesses of heresy, immorality, unethical financial activities, or serious failure to faithfully fulfill the duties of the Head office, the matter shall be brought to the Head/Leader by the individuals who have knowledge of such activity. The individuals preferring the charge shall first make the charge in private to the Head/Leader with another Director/Leader present. If the Head/Leader refuses to hear those individuals, then the matter is to be brought before all of the Board of Directors. If a minimum of one-third ( $1/3$ ) of the Board of Directors agree that the charges have merit, then they shall bring it to the attention of the Judge/Arbiter with which the Head/Leader has established relationship. The Judge/Arbiter with whom the Head/Leader has established relationship shall then meet with the Head/Leader. The Judge/Arbiter may send a delegation of its choosing to the congregation for this purpose. The delegation may meet with any member or group in the congregation in the process of considering the charges against the Head/Leader. The delegation, with the advice of the Board of Directors, shall judge the charges and develop a plan for meeting the situation. The solution created by the delegation may include any discipline they deem to be necessary under the facts of the situation. The delegation may, by unanimous agreement, require a sabbatical, remove the Head/Leader permanently from his office, or fashion and oversee any necessary program of discipline aimed at restoring the Head/Leader to his ministry and office. They may also deal with any other member of the congregation as may be necessary under the circumstances. The Head/Leader carries neither vote nor veto power in these proceedings.
- d. Head/Leader Recruitment and Confirmation. In the event the Head/Leader shall be forced to resign or be removed, the Board of Directors shall recruit and select a potential new Head/Leader. This process shall be spiritually directed and accomplished as expeditiously as possible. The Board of Directors shall nominate a new Head/Leader after prayer and seeking the will of God. Any Board of Director of the corporation may request a vote to reject the nomination of the Board of Directors. A vote of a two-thirds ( $2/3$ ) majority of the Directors then serving, is required to reject the nominee. In the event of such rejection, the Board of Directors shall nominate another person for the position. The process shall continue until such time as a nominee of the Board of Directors is accepted by a majority of the Directors of the congregation.
- e. Interim Provisions. In the event that the congregation is temporarily without a Head/Leader/President during the pendency of any proceedings under this Section, the Board of Directors, with the advice of the Executive Director/Vice President, shall appoint a President pro tempore to handle the day to day business affairs of the corporation. The Board of Directors shall be responsible for seeing that the pulpit and spiritual ministries of the congregation shall be continued in a spiritual fashion during the pendency of any proceedings under this section.
- f. Resignation of the Board. In the event of the Head/Leader's resignation not under threat of removal, and the appointment of a new Head/Leader pursuant to 4.02 b, all members of the Board of Directors will immediately resign their position to allow the new Head/Leader to appoint his own Directors. The new Head/Leader may ask the current Board to serve on a temporary basis until he is able to appoint his new Board. In the event the transition is sudden due to either death with no successor named or removal under section 4.02 c, the board then serving will continue to serve for six months after the setting in of a new Head/Leader and shall then resign so that the new Head/Leader may appoint his own Directors. The purpose for this six-month period is to provide stability for the congregation while facilitating and assisting the new Head/Leader in his assumption of oversight of the flock. This purpose should be borne in mind at all times during the transition by the Board of Directors as they seek to submissively serve the new Head/Leader so as to preserve God's congregation under the direction of leadership called by Him.
- g. Duties.

1. The congregation finds its headship, under Yeshua the Messiah, in its Head/Leader. The Head/Leader of the congregation shall, by his very position, be the President of the corporation. The Head/Leader shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation subject, however, to such delegation of authority to any other person as may be directed by the Head/Leader, or as may be specified in the Bylaws or by resolution of the Board. He shall preside at all meetings of the Board of Directors. He may sign, with the attest of the Secretary or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of President-Head/Leader. He shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of a CEO or the president of a corporation. The Head/Leader shall be designated attorney-in-fact for the congregation by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry on the work of God.
2. He shall execute in the name of the congregation all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Directors.
3. No person shall be invited to speak, teach, or minister in the congregation without approval of the Head/Leader.
4. The Head/Leader, after consultation with the Board of Directors, shall recognize a relationship with one or more Judges /Arbiter outside of Ancient Path Ministries whom God directs him to relate. The Head/Leader shall publicly inform the Board of Directors and the body of the identity of the Judge/Arbiter with whom he and the congregation have established relationship.
5. The Head/Leader shall have oversight of the staff of the congregation who, with him and under his direction, shall carry out the day to day operations of the congregation. The Head/Leader may hire or fire any staff member or employee with the advice of the Board of Directors.

**4.03 Secretary.** The Secretary shall do or cause to have done each of the following:

- a. Record the minutes of the meetings of the Board of Directors when that group meets as a body to specifically execute responsibilities required of them under these bylaws, in one or more books provided for that purpose.
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c. Be custodian of the corporate records.
- d. Keep a congregational membership roll as provided for in the Articles of Membership of the congregation.
- e. Keep an accurate and regularly updated list of all officers of the corporation.
- f. Keep an accurate and regularly updated list of all members of the Board of Directors of the corporation.
- g. Keep an accurate and regularly updated list of all members of the Leadership Community.
- h. Perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Head/Leader and the Board of Directors.

**4.04 Treasurer.** The Treasurer shall do the following:

- a. Have charge and custody of and be responsible for the receipt, care, investment, disbursement, and disposition of all funds, property, and securities of the corporation subject to such regulations as may be imposed by the Board of Directors.
- b. Accept all gifts of money or other personal property on behalf of the corporation, executing such receipts or other documents as may be necessary.
- c. Enter or cause to be entered regularly on the books of the corporation and to be kept by him/her, or under his/her supervision, full and accurate account of all monies and obligations received and paid or incurred for or on account of the corporation. The treasurer shall exhibit such books at all reasonable times to any member of the Board of Directors on request at the offices of the corporation.
- d. Deposit or cause to be deposited all monies in the name of the corporation in such banks, trust companies, or other depositories as may be authorized by the Board of Directors.
- e. See that the books of the corporation are reviewed every other year, by an independent public accounting firm with financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

If the income of the congregation exceeds \$250,000 per year, the treasurer shall obtain an annual compilation performed by an independent public accounting firm with financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

- f. Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Head/Leader or by the Board of Directors.
- g. The treasurer may be required to give bond for the faithful performance of his/hers duties, in such sum and with such securities as the Board of Directors may require.

**4.05 Compensation.** Officers and employees may receive salaries as set by the Head/Leader in the amount designated in their employment contracts or the minutes of the Board of Directors. Compensation is to be determined by the Head/Leader with a consensus of the Board of Directors, with the exception of the Head/Leader, whose salary, other compensation, and benefits shall be determined by the Board of Directors. The Head/Leader may present proposals for his wage package and or raises, but the final approval shall be made by a consensus of the Board of Directors. In the event that an officer or employee is a relative of the Head/Leader, the Board of Directors shall approve any salary or other compensation paid to such officer or employee. Any officer may decline to accept any raise. The Board, at its discretion, may appoint a task force to bring recommendations for compensation to the Board. Compensation may include a salary, and other benefits such as: parsonage allowance, professional, travel and medical reimbursement plans, insurance and retirement plans, and any other benefits that are normal and available by law.

**4.06 Agents and Representatives.** The Head/Leader, with a consensus of the Board of Directors, may appoint such agents and representatives of the corporation with such powers to perform such acts or duties on behalf of the corporation as the Head/Leader may see fit, so far as may be consistent with these Bylaws to the extent authorized or permitted by law.

## ARTICLE V MINISTERS

### **5.01 Ordination and Licensing.**

- a. Ancient Path Ministries may ordain ministers at the discretion of the Head/Leader with a consensus of the Board of Directors. A candidate for ordination shall accomplish the following:

3. They must be a member in good standing of Ancient Path Ministries or the equivalent in another congregation.
  4. They must complete all training that may from time to time be required by the Head/Leader with a consensus of the Board of Directors.
  5. They must complete all practicum or other clinical requirements that may from time to time be established by the Head/Leader with a consensus of the Board of Directors.
  6. They must fully agree with and subscribe to the tenets of faith and Bylaws of Ancient Path Ministries.
  7. They must obtain the approval of the Board of Directors of Ancient Path Ministries after oral examination.
  8. They may have to pass a background examination in certain positions within the ministry. One position that is a must is anything to do with youth and children ministry.
  9. They must meet such other requirements as may from time to time be established by the Head/Leader with a consensus of the Board of Directors.
- b. Ancient Path Ministries may ordain ministers at the discretion of the Head/Leader with a consensus of the Board of Directors. A candidate for ordination shall accomplish the following:
1. They must meet the requirements for ordination by Ancient Path Ministries.
  2. They must exhibit a confirmed and demonstrated calling of God to an ascension gift ministry of apostle, prophet, head/leader, evangelist, or teacher.
  3. They shall affirm, embrace and model our Shabbat Guidelines; and
  4. They must meet such other requirements as may from time to time be established by the Head/Leader with a consensus of the Board of Directors.
- c. The Head/Leader may, at his discretion and the discretion of the Board of Directors, limit any ordained minister to an area of special emphasis such as, but not limited to, music, youth, education, or outreach.

**5.02 Review of License and Ordination.** The ordination of ministers with Ancient Path Ministries shall be subject to review annually by the Board of Directors. Any minister's ordination shall be automatically renewed unless revoked at the discretion of the Head/Leader and Board of Directors, upon annual review. The ordination of any minister shall automatically expire at the end of the year of issuance unless affirmatively renewed by the Head/Leader and Board of Directors. The license and/or ordination of any minister licensed or ordained by Ancient Path Ministries, Incorporated, may be revoked at any time at the discretion of the Board of Directors on grounds that would justify the application of congregational discipline to a member of Ancient Path Ministries. The revocation of the ordination of any minister previously ordained by Ancient Path Ministries may be communicated to the congregation, associated and affiliated congregations and organizations, and the public at large if the minister whose ordination has been revoked allows or promotes the idea that he continues to be ordained by the corporation after the revocation.

## ARTICLE VI WEDDINGS

### 6.01 Performance of wedding ceremonies.

- a. Any duly ordained leader of Ancient Path Ministries may perform wedding ceremonies in accordance with the provisions herein.
- b. Ordained Ministers shall only marry couples who are born again and water baptized.

- c. No ordained minister of the congregation shall perform or participate in any wedding ceremony in which two persons of the same biological sex are seeking to be married.
- d. No ordained minister of the congregation shall perform or participate in any wedding ceremony in which two persons of the same immediate family are seeking to be married.
- e. Further, Ancient Path Ministries will only recognize marriages between a biological man and a biological woman.
- f. Finally, the facilities and property of Ancient Path Ministries shall only host weddings between one biological man and one biological woman.

## **ARTICLE VII PROPERTY, CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

- 7.01 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- 7.02 Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall bear the signatures and be signed by the President or the Treasurer of the corporation.
- 7.03 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 7.04 Contributions.** The Head/Leader and the Treasurer have the authority to accept or, with the advice of the Board of Directors, refuse on behalf of the congregation any contribution, gift, bequest, or device for any purpose of the congregation. In general, it is the intention of the Head/Leader and the Board of Directors to use all funds designated for specific purposes in the area for which they were designated. However, the Head/Leader and the Board of Directors reserve the right to redirect all funds including designated funds to areas of need. Designated funds will not be redirected without the advice and consent of the Board of Directors. Monies may be borrowed from one fund within the congregation and placed in another. No interest will be charged, and monies are to be repaid as soon as possible.
- 7.05 Property.** The Congregation shall have the right to purchase or acquire by gifts, bequest, or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purpose. The Head/Leader and the secretary of the congregation shall certify in such conveyance, deed, lease, or mortgage, or hypothecation that the same has been duly authorized by the Board. Such certificate shall be held to be conclusive evidence thereof.

## **ARTICLE VIII NON-DISCRIMINATORY POLICY**

- 8.01** The corporation adopts a racially nondiscriminatory policy in connection with any present or future Congregation School function in that it admits students of any race, color, national, or ethnic origin to all rights, privileges, programs, and activities of the school and does not discriminate on the basis of race in administration of its educational, athletic, and other school-administered programs.

8.02 It also adopts the publicity guidelines set out by the Internal Revenue Service as are now in force and such as shall be in force in the future.

8.03 The corporation adopts a non-discriminatory policy in connection with the hiring of staff personnel as regards race, color, national, or ethnic origin.

## **ARTICLE IX DEDICATION OF PROPERTY AND EARNINGS TO NON-PROFIT ACTIVITIES**

9.01 **Pledge of Properties.** The properties and assets of the corporation are pledged in perpetuity to carry on the non-profit Congregation work and other purposes set out in the Articles of Incorporation of this corporation.

9.02 **Vesting on Dissolution.** In the event of dissolution of the corporation, the properties and assets of the corporation shall be transferred to and become vested in such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes, as may be deemed by the Board of Directors most suitable and appropriate with regard to continuance of the evangelical missionary work and activities for which this corporation has been formed, and as may qualify as an exempt organization or organizations under the provisions of the Articles of Incorporation of this corporation.

9.03 **Prohibition Against Sharing in Corporate Earnings.** No director, officer, employee, committee member, person connected with the corporation, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

9.04 **Investments.** The corporation shall have the right to retain all or any part of any securities or property acquired by it, in whatever manner, and to invest and re-invest any funds held by it, according to the judgment of the Board of Directors under its general powers specified in Section 2.08 of these Bylaws, without being restricted to the class of investments which a trustee is or may hereafter be permitted to make, or any similar restriction; provided that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction, or would result in the denial of the tax exemption under §§503 or 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

9.05 **Exempt Activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under §170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended. The 501(c)(3) exempt status of the congregation should not and may not be construed as a waiver of any and all First Amendment rights of the congregation to address any issue in our society, culture, or government.

## ARTICLE X LIMITATION OF LIABILITY; INDEMNITY

- 10.01 Limitation of Liability.** No person shall be liable to the corporation on account of any action taken or omitted to be taken by him/her in good faith as a director, Elder, advisor, member of a committee, agent or employee of the corporation, if, in respect thereto, they used or exercised the same degree of care and skill as a prudent person would have used or exercised under the circumstances in the conduct of their own affairs. Without limitation on the foregoing, any such person shall be deemed to have used and exercised such degree of care and skill if they took or omitted to take such action in reliance in good faith upon advice of counsel for the corporation, or reports or information made or furnished to the corporation by any of its officers, accountants, engineers, appraisers, or other experts employed by the corporation, and selected, with reasonable care by the Board of Directors, an authorized officer, or committee of the corporation.
- 10.02 Indemnity.** The corporation shall indemnify and hold harmless each director, Elder, advisor, member of a committee, agent or employee of the corporation, and each person who at any time acted in such capacity and his/her heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgments, expenses, and cost (including attorney's fees imposed on or incurred by him/her in connection with any claim asserted against him/her, by legal proceeding (civil or criminal) or otherwise by reason of his/her being or having been such director, officer, member of a committee, agent or employee of the corporation, except in relation to matters as to which he/she shall have been adjudged guilty of negligence or misconduct in the performance of his/her duty; provided, that the corporation shall be given reasonable notice of the assertion or institution of such claim or proceeding, and, in the event the same shall be settled, in whole or in part, otherwise than by a judgment, the corporation or its counsel shall consent to such settlement and it shall be determined by its counsel or found by a majority of the Board of Directors then in office and not involved in such controversy, although less than a quorum, that such settlement was to the best interest of the corporation, and the person to be indemnified was not guilty of negligence or misconduct in respect to the matter in which indemnity is sought. If the corporation has not theretofore fully indemnified any such person, the court having jurisdiction of any action instituted by such person on his/her claim for indemnity, may assess indemnity against the corporation, or its receiver, trustee or successor, for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claims (exclusive in either case of any amount paid by the corporation) and any expenses and costs (including attorney's fees) incurred by him/her in connection therewith to the extent that the court shall deem reasonable and equitable, provided that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.
- 10.03 Rights Cumulative.** The provisions of this Article XI shall not be deemed exclusive or in limitation of but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which such director, Elder, officer, member of a committee, agent, or employee of the corporation may be otherwise entitled.
- 10.04 Insurance.** The congregation may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been an officer of the Congregation, member of the Board of Directors, Elders, Advisors or Leadership Community, or ministry staff, or other agent of or in a similar capacity with the congregation, or who is or at any time has been, at the direction or request of the congregation, a Board of Directors member, officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise including any employee benefit plan against any liability asserted against or incurred by such person.

## ARTICLE XI AFFILIATIONS

**11.01 Networking.** The nature of this congregation is independent and autonomous. However, in view of the command of God to walk in unity and the prayer of Yeshua the Messiah that we all be one, it is the purpose of this congregation to build relationships with various groups and camps within other Messianic communities. It is therefore our desire to identify and network with other groups as God would direct, and the Head/Leader would see as beneficial.

## ARTICLE XII GENERAL PROVISIONS

**12.01 Gender.** Wherever used herein a male pronoun shall be treated as including the biological female and vice versa, with the exception of references to the Head/Leader, Executive Director and the Elders must be biological males (men) as stated elsewhere.

**12.02 Principal Office.** The principal office of the corporation is in the State of Colorado. The corporation may have such other offices within the State as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**12.03 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

**12.04 Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its official board and task forces having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Board of Director, officer, or their agent or attorney for any proper purpose at any reasonable time. The congregation, however, reserves the right to withhold such material as may be necessary to protect the privacy rights and interests of individuals.

## ARTICLE XIII INCORPORATION BY REFERENCE

Any attachments made to these Bylaws by the Board of Directors shall be construed as being a part of these Bylaws, to the extent that they do not conflict with the provisions of the Articles of Incorporation or these Bylaws.

The following attachments are included:

1. Statement of Faith
2. Articles of Membership

## ARTICLE XIV AMENDMENTS

**14.01 Amendments.** These Bylaws reflect our present understanding of the revealed Word of God as it relates to congregational structure and authority. We do not claim to have all knowledge and we recognize that God's revelation and restoration is progressive. Amendments to these Bylaws may be made by the Head/Leader and the Board of Directors, at any time they deem it necessary to alter congregational government to conform to God's Word as revealed and understood in present truth, after prayerful and judicious consideration. No amendment, however, shall be made that would deprive the corporation of its

Section 501(c)(3) tax exempt status unless the Head/Leader and the Board of Directors all agree that such amendment is necessary to obey God in His specific direction for the congregation.

**14.02 Review.** These bylaws are to be reviewed on an annual basis in order to assure that they conform to the Word of God as presently revealed and understood by the Head/Leader and the Board of Directors of this congregation.

## **ESSENTIAL STATEMENT OF FAITH**

**1. THE SCRIPTURES** – We believe the Bible (The Tanakh and Apostolic Scriptures<sup>1</sup> in their original autographs) is the inspired and inerrant Word of God. The product of holy men of old who spoke and wrote as they were moved upon by the Holy Spirit and we accept it as our infallible guide in matters pertaining to conduct and doctrine (II Tim. 3:16; I Thess. 2:13; 2 Peter 1:21).

**2. THE UNITY OF GOD** - We believe God is One operating in the Father, Son, and Holy Spirit. Each is an uncreated, distinct, yet indistinctly, and indivisibly one in nature and essence. Co-eternal and share equally and fully, all authority, power, and glory. (Deut. 6:4; Gen. 18; Is. 48:16; Jn. 1:1-2, 14-18; Jn. 10:30; Jn. 14:16-17, 26; Jn. 16:7-15). The temporary willful submission of the Son to the Father, and the Holy Spirit to the Son does not eliminate or diminish their co-equality, authority, power, and glory (Matt. 3:16-17; 12:32; 17:5; Lk. 3:21-22; 4:1; Jn. 15:26; 16:7-16; 2 Cor. 13:14).

**3. YESHUA THE MESSIAH** - We believe in the deity of Yeshua<sup>2</sup> HaMashiach (John 1:1-18), in His virgin birth (Is. 9:6; Is. 7:14; Matt. 1:18-25), in His sinless life (Is. 53; II Cor. 5:21; Lk. 1:35), in His miracles (Matt. 4:23-25), in His vicarious and atoning death through His shed blood (Is. 53; Dan. 9:24-27; Rom. 3:21-31; Heb. 9&10), in His bodily resurrection (Zech. 12:10 & ch.14; Matt. 28), in His ascension to the right hand of the Father (Ps. 110; Ps. 16:10; Acts 1:1-11; Heb. 1:1-3), and in His personal return in power and glory (John 14:1-4 Acts 1:9-11; I Cor. 15:20-28; Hebrews 9:23-28).

**4. MAN, HIS FALL AND REDEMPTION** - We believe that man is a created being, made in the likeness and image of God, but through Adam's transgression and fall, sin came into the world. "All have sinned and come short of the glory of God." "As it is written, there is none righteous, no, not one." Yeshua, the Messiah, the Son of God, was manifested to undo the work of Adam and the serpent and gave His life and shed His blood to redeem and restore man back to God (Rom. 5:14; Rom. 3:10; Rom. 3:23; I John 3:8). We believe that salvation is the gift of God to man, separate from works and the Torah (Rom. 3:19-25), and is made operative by grace through faith in Yeshua, producing works acceptable to God (Eph. 2:8). Moreover, we believe that Yeshua is exclusively *the* Way, *the* Truth, and *the* Life; no one comes to the Father except through Him (John 14:6; John 6:29, 40, 44; I John 5:11-12).

**5. BAPTISM IN WATER AND SPIRIT** – We believe in the mandate to be baptized (immersed in water) in the name of the Father, the Son, and the Holy Spirit, as a public act of ritual conversion from death to life, from the kingdom of darkness to the kingdom of light, from the adversaries' domain to God's domain. In regard to salvation, it is not efficacious but is intended to signify our repentance of sin and our turning to God by His grace through faith in Yeshua as Lord and Savior. This ritual

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<sup>1</sup>. Commonly, but erroneously called the Old Testament and New Testament

<sup>3</sup>. Yeshua: "Salvation"; A shortened form of Yehoshua meaning (Yahweh's) salvation.

water baptism is the believer's public identification with the life, death, and resurrection of Yeshua the Messiah (Matt. 28:18-20; Acts 2:37-38; Rom. 6:1-8) We believe the Baptism in the Holy Spirit and fire is a gift from God as promised by Yeshua the Messiah to all believers and is received subsequent to the New Birth (Matt. 3:11; John 14:16, 17; Acts 1:8; Acts 2:38, 39). The gift of tongues is one of the many manifestations of the Holy Spirit but is not sole evidence of salvation (Acts 19:1-7; Acts 2:4; I Cor. 12:1-11). We believe in the operation of all the gifts of the Spirit as enumerated in God's Word. We embrace all of the ministry of the Holy Spirit.

**6. THE TORAH AND SANCTIFICATION** - We believe that the Torah (five books of Moses) is a comprehensive summary of God's foundational desires and ways, as found in both the Tanakh and Apostolic Scriptures (Ex. 19 & 20; Deut. 5; Jer. 31:31-34; Matt. 5:17-19; Matt. 28:18-20; I Cor. 7:19; II Tim. 3:15-16; Heb. 8:10; Rev. 14:12). Additionally, the Bible teaches that without holiness no man can see God. We believe in the Doctrine of Sanctification as a definite, yet progressive work of grace, commencing at the time of regeneration and continuing until the consummation of salvation (Heb. 12:14; I Thess. 5:23; II Peter 3:18; Phil. 3:12-14; I Cor. 1:30; Rev. 14:12). Therefore, we encourage all believers to affirm, embrace, and practice these foundational commandments and ways as clarified through the teachings of Messiah Yeshua (Matt. 5:17-19; Matt. 11:28-30).

**7. MARRIAGE, GENDER, AND SEXUALITY** - We believe that God wonderfully and immutably created human beings as a biological male and a biological female. These two distinct, complementary genders together reflect the image and nature of God. (Gen 1:26-27.) Rejection of one's biological sex/gender is a rejection of the image of God within that person. We believe that the term "marriage" has only one meaning: the uniting of one biological man and one biological woman in a single, exclusive union, as delineated in Scripture. (Gen 2:18-25.) We believe that God intends sexual intimacy to occur only between a biological man and a biological woman who are married to each other. (I Cor 6:18; 7:2-5; Heb. 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of sexual immorality (including but not limited to adultery, fornication, homosexual behavior, bisexual conduct, transgenderism, bestiality, incest, and use of pornography) is sinful and offensive to God. (Lev. 18; Matt 15:18-20; I Cor. 6:9-10.) We believe that in order to preserve the function and integrity of Ancient Path Ministries as the local Body of Christ, and to provide a biblical role model to Ancient Path Ministries members and the community, it is imperative that all persons employed by Ancient Path Ministries in any capacity, or who serve as volunteers, agree to and abide by this Statement on Marriage, Gender, and Sexuality. (Matt 5:16; Phil 2:14-16; I Thess. 5:22.) We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; I Cor. 6:9-11.) We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of Ancient Path Ministries.

**8. ISRAEL** - We believe in God's everlasting covenant relationship with Israel (both physical and ingrafted citizens) and the spiritual blessings (Genesis 12:1-3, 17:1-7, Jeremiah 31:31-37). In the end times, after tribulation, all Israel will be saved (Zechariah 14, Romans 11).

**9. THE NATIONS** - We believe those from the nations who place their faith and trust in Yeshua the Messiah as Lord and Savior, are grafted into Israel through a born-again experience. This new birth results in a new identity as Israel. This new identity is that of a child of the God of Abraham, Isaac, and Jacob. As a result, this new child is adopted into the family and ethnos of Israel and

becomes a full member and fellow heir of the covenants of promise and blessings made to Israel. Those from the nations who are grafted into Israel do not replace her. Rather, they are one with her

## LETTER OF COMMITMENT – NETIVOT OLAM

### FROM THE BOARD OF DIRECTORS

as the chosen ones from among the nations who are also called to be a part of His treasured people. In terms of their adoption into the household of God, these newly adopted children are to be treated as if they were native-born descendants of Jacob. They shall be accorded all the rights, privileges, and responsibilities of being full members of Israel and fellow heirs of the covenants of promise made to her. Like the mystery of the unity of God, the two groups are one in Messiah and yet distinct (Ex. 12:37-38; Deut. 29:10-15; Deut. 31:9-13; Ezek. 47:21-23; Isa. 56:1-8; Matt. 28:18-20; Jn. 10:1-18; Acts 15:11; Romans 9-11; I Corinthians 7:17-19; Eph. 1-3).

10. **THE RESURRECTION** - We believe in the personal, physical return, in power and glory, of Yeshua the Messiah to judge the living and the dead (John 14:1-4 Acts 1:9-11; I Cor..

### ARTICLES OF LEADERSHIP ARTICLE I CONGREGATIONAL LEADERSHIP

#### 1.01 The Standard of Congregational Leadership In This Congregation Shall Be:

- a. Evidence of a genuine experience in regeneration (the New Birth) and water baptism (John 1:12, 13; 3:3-8; I Peter 1:18-25; Matthew 28:16-20).
- c. Read and subscribe to the Essential Statement of Faith as set forth herein and agree to abide by the By-Laws of this congregation.
- d. Completion of any class or course of study as may from time to time be prescribed by the Board of Directors of the congregation to operate in the leadership role whether permanent or temporary.
- e. Faithfully attend the services of the congregation for at least six months; and
- f. Sign an agreement for congregational commitment required by the Board of Directors of the congregation.

1.03 **Agreement** Having been led by the Spirit of Yahweh to receive Yeshua the Messiah as Lord, and on the profession of our faith, having been baptized in the name of Yeshua, we do now, in the presence of Yahweh, angels, and this assembly, most solemnly and joyfully enter into agreement with one another, as one body in Messiah.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Messianic love; to strive for the advancement of this congregation in knowledge, holiness, and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline, and doctrines; to give it a sacred pre-eminence over all institutions of human origin; to give tithes and offerings cheerfully and regularly in support of the ministry, the expenses of the congregation, the relief of the poor, and the spread of the gospel through all nations.

We also engage to maintain family and individual devotions; to train our children according to the Word of Yahweh; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our general conduct; to avoid all gossip, backbiting and excessive anger, and to be zealous in our efforts to advance the kingdom of Yeshua.

We further engage to watch over one another in brotherly love, to remember each other in prayer; to aid each other in sickness and distress; to cultivate Messianic sympathy in feeling and courtesy in speech; to be slow to take offense, but always ready for reconciliation, and mindful of the rules of the Messiah, to secure it without delay.

We moreover engage, that if we remove from this place, we will as soon as possible unite with some other congregation, where we can carry out the spirit of this covenant and the principles of Yahweh's Word.

#### **1.04 Leaders Of The Congregation Shall Enjoy The Following Rights And Privileges:**

- a. They shall be eligible for leadership training.
- b. They shall be eligible to function in the ministries of the congregation as their gifts and callings are recognized and released by the Head/Leader and Executive Director/Vice President in the congregation.
- c. They shall be entitled to sow financially of their material means into the Messianic ministries of this congregation, by honoring Yahweh with their firstfruits - Prov. 3:9-10; by bringing or sending their tithes into Yahweh's storehouse - Malachi 3:10; and by giving or sending their financial gifts - Luke 6:38 and II Cor. 9:6-11 for Yahweh's work, expecting a harvest.
- d. They shall be entitled to receive Messianic teaching, personal care, and prayer support.
- f. They shall be entitled to receive the intangible benefits of fellowship from being an integrated part of the body of believers joined together for the purpose of growing in grace and love together.
- g. They shall, as part of this body of believers, be entitled to spiritual covering from those whom Yahweh has placed over them in the leadership of the congregation for the good of their souls.
- h. They shall be eligible for personal discipling from other members of the body who are more mature in Yahweh.
- i. They shall grow in Yahweh by having their gifts recognized, nourished and developed through training, teaching and practice provided by gifted and able trainers and teachers who have been set into the body by Yahweh.

#### **1.05 Leadership Expectations.** We expect that all congregational leaders will do the following. By joining, members of the congregation have agreed to make the following their goals:

- a. Be faithful to this congregation's Essential Statement of Faith and Articles of Membership.
- b. Follow and support the leadership of this congregation.
- c. Strive to continue to grow in personal relationship with Yeshua and obediently follow Him and glorify Him in relationships at home, congregation, work and all other areas of life, cultivating the fruits of the Spirit and actively pursuing the development of Messianic character.
- d. Purpose to observe and attend the Shabbat service, the Passover, the 1<sup>st</sup> and 7<sup>th</sup> day of Unleavened Bread, Shavuot, Yom Teruah, Yom Kippur, and the 1<sup>st</sup> and 8<sup>th</sup> day of Sukkot.
- e. Purpose to personally spread the Good News of Yeshua the Messiah to others in a manner appropriate to your personal gifts and abilities.
- f. Be actively involved in the servant ministry of the congregation as abilities enable at the request of the other leadership of the congregation.
- g. Support this congregation by purposing to give it the Lord's tithe (10% of their income and increase) this is highly encouraged but not forced.

- h. Be faithful, available, and teachable, striving to maintain the unity of the brethren in this place by preferring others above themselves and laying down their own lives and interests for the purpose of the Gospel.

## ARTICLE II DISCIPLINE

### 2.01 Discipline Of Leaders.

- a. Purpose of Discipline. Discipline in the congregation is not for the purpose of punishment and will not be administered as such. Discipline, correction, reproof, and rebuke has as its primary purpose the good of the person who has been taken in a fault. It seeks to restore such a person and to help them overcome the problem, sin, or fault that has hindered their place in the Body of Messiah. Discipline also has the purpose of maintaining the purity and unity of the Body of Messiah in its local expression as this congregation. Finally, discipline has the purpose of discouraging others from committing like actions. The purpose of discipline in this congregation is never to humiliate or embarrass, however, one who forces the congregation to take disciplinary action may, in the process, be humbled or even embarrassed. But the purpose of the discipline, as well as the prayer and motive of the other leadership, is that discipline and correction will result in, first, the restoration of the one in error, second, the purifying of the congregation either by restoration or separation, and finally, the edification of the congregation and the exhortation to purity by the example of discipline.
- b. Process of Discipline. Congregational discipline is a body ministry. All members of the congregation should be involved in it. One who has a complaint against another or knowledge of the sin or fault of another should first go to him and meet with him privately. (Similarly, if a member knows that another has a complaint against him then he should go to the one with the complaint privately for purposes of reconciliation.) If the brother is restored the matter should end. If the first step does not work, the one who has the complaint or knowledge should then go to a Congregational Elder of the congregation so that the matter can then be dealt with in the presence of witnesses. In the event that all efforts at restoration fail, the one erring may be brought before the congregation or the Board of Directors for their judgment and discipline, including possible termination from membership. Resignation of membership so as to avoid such action will not prevent the matter being presented to the congregation or the Board of Directors for discipline and judgment.
  - 1. First Stage. When one member of the congregation knows that a leader has offended them, or has knowledge of a leader's sin or fault, then the offended or knowledgeable member must go to the offending leader and meet with them one on one in private to try to reconcile the matter and restore the offending or erring leader. If the relationship is restored or reconciled, then the matter should go no further and should be kept in confidence between the two involved. It is recognized, however, that the congregation cannot guarantee or be responsible for the confidentiality of such information as between the two involved. If that step does not succeed, then the offended or knowledgeable member must report the matter to a Congregational Elder in the congregation. Similarly, when a leader of the congregation knows that he has offended another member of the congregation, he/she should go to the other member and reconcile with them. A Congregational Elder may institute the first stage of discipline on behalf of any member of the congregation.
  - 2. Second Stage. The offended or knowledgeable member or the congregation and the Congregational Elder shall then meet with the leader who has offended or erred for the purpose of reconciliation or restoration. If reconciliation or restoration is accomplished at this stage, the matter should go no further and should be kept in confidence between the parties involved and the congregational leadership. The Head/Leader shall

be informed of all discipline that reaches this stage by the Congregational Elder involved prior to the meeting with the offending leader

3. . The Head/Leader may, at his sole discretion, inform other Directors, of the discipline. The Head/Leader may, at his sole discretion, participate in any meeting held at this level of discipline. If the meeting with the Congregational Elder and the member involved does not succeed in achieving resolution, restoration and/or repentance, then the matter will be referred to the Board of Directors.

3. Third Stage. The Board of Directors may consider disciplinary matters at any regularly scheduled or specially called meeting. The leader of the congregation that is the subject of the discipline shall have the right to appear before the Board of Directors and to speak in defense, justification, or repentance. The Directors shall judge the situation. They may institute discipline as they see fit in each individual circumstance and shall tailor the discipline to the aim of achieving the purposes of discipline as herein before set forth. The Directors may remove the leader of the congregation from any or all of the privileges of leadership for any period, or permanently, if such is deemed by them to be appropriate for the achievement of the purposes of discipline. The form of discipline imposed may include, but is not limited to, barring a person's participation in any ministry or other activity of the congregation; barring a person from participation in the Feast Days; barring a person from attendance at any congregational service or small group meeting; removal of a person's leadership in the congregation; or any other discipline which may, in the sole discretion of the Head/Leader and the Board of Directors be appropriate to the circumstances. Such measures may be either permanent or temporary as may be determined in each instance by the Head/Leader and the Board of Directors. The Board may require in their discretion a period of probation or supervision as part of any discipline imposed.
4. Fourth Stage. In the event that a leader is removed from the congregation due to discipline and the leader refuses to abide by the judgment and correction of the Board of Directors, then the congregation, or any part of the congregation, may be informed of the action of the Board and instructed pursuant to Matthew 18 in regard to the disciplined leader. The details of the disciplined leader's sin or error may be revealed to the congregation at that time if, in the sole discretion of the Head/Leader and the Board of Directors, such revelation is necessary to the health of the congregation.

#### c. Grounds for Discipline.

1. Principle of Harmony. Inasmuch as no Messianic institution can comply with the plain teaching of Scripture unless unity and harmony predominate within it, no leader of the congregation may use any means to incite or engender strife but shall work in harmony with the other members of the congregation and the leadership.
2. Congregational Members (everyone). Grounds for discipline will be determined by the leadership of the congregation. In general, it shall be grounds for discipline if a member of the congregation is contrary to the Scriptures. More particularly, three types of unscriptural conduct shall be disciplined:
  - A. Unscriptural conduct that obscures the truth of Yahweh by false teaching or doctrine in an area of cardinal truth;
  - B. Unscriptural conduct that mars the holy character of Yahweh and His congregation by unholy, immoral living, action or lifestyle; and
  - C. Unscriptural conduct that hinders the work of Yahweh by bringing confusion or division to the body.
3. Leadership. People involved in ministry leadership of the congregation or any of its departments shall be subject to discipline as members of the congregation. In addition, they shall be subject to discipline for departure from leadership qualifications as set forth in scripture in I and II Timothy and Titus.
4. Form of Discipline. The form of discipline imposed by the leadership in Stage Three of discipline may include, but is not limited to, barring a person's participation in any ministry or other activity of the

congregation; barring a person from participation in the Feast Days; barring a person from attendance at any congregational service or small group meeting; removal of a person in the congregation; or any other discipline which may, in the sole discretion of the Head/Leader and Board of Directors, be appropriate to the circumstances.

- d. Consent of Leaders. Each leader of the congregation consents to the exclusive jurisdiction of the congregation in resolving any matter involving congregational discipline, and such consent shall include but not be limited to a consent to the announcement of such discipline, including the reasons therefore, to the leadership of the congregation and, if deemed necessary by the Head/Leader, to the congregation or any portion of the congregation.

#### **2.02. Procedure for Mediation of Disputes Within the Congregation**

- a. In the event that two or more members of the congregation have a dispute among or between them, or between them and the congregation, that they cannot resolve or agree upon, they shall submit the dispute for mediation and/or judgment within the congregation and shall not sue another member or the congregation in a secular court of law. If the parties can agree upon a mediator/arbitrator, the mediator/arbitrator shall hear both sides of the dispute and attempt to reconcile the members. In the event that reconciliation is not accomplished the person chosen as mediator/arbitrator shall judge the situation, issuing a written decision, and this judgment shall be binding upon the members. In the event that the members cannot agree upon a mediator/arbitrator, then they shall each choose one mediator/arbitrator and the two mediators/arbitrators so chosen shall, by mutual agreement, choose a third mediator/arbitrator. The three mediators/arbitrators shall then hear both sides of the dispute and attempt to reconcile the members. In the event that reconciliation is not accomplished, the mediators/arbitrators shall judge the situation by majority decision and issue a written decision. The judgment of the mediator/arbitrators shall be the decision of the congregation and shall be binding upon the congregational members and the congregation.
- b. The Head/Leader shall be informed of all mediation efforts in the congregation and shall have the right to participate either in person or by his designee in all such mediation meetings.
- c. Failure of a member of the congregation to abide by the outcome of mediation shall be grounds for discipline.
- d. Congregational discipline being exercised in accordance with the provisions of this Article shall not be subject to mediation of disputes until it is completed in all of its stages.
- e. In any mediation involving the Head/Leader personally, one of the mediators shall be the outside ministry with which the congregation is in relationship.
- f. By applying for and accepting membership in this congregation, the congregational member specifically is agreeing to the mediation/arbitration provisions of these membership articles and specifically and expressly waives any right to sue in a civil court on any matter covered herein.

### **ARTICLE III GENERAL PROVISIONS**

- 3.01 **Voting rights.** Congregational members do not have the right to vote in business matters of the congregation. It is recognized that from time to time special congregational meetings may be called by the Head/Leader and Board of Directors at which a common assent or opinion may be sought. In any such case, this shall not be construed as an official vote, though the Board of Directors may take due note of such assent or opinion in their decision-making. All governmental authority in the congregation shall be vested in the Head/Leader and Board of Directors as set forth in the Articles of Incorporation and Bylaws of the congregation.

- 3.02. Decisions Final.** The determination and decision of the leadership, whether the Head/Leader, or the Board of Directors, or any combination thereof, in accordance with these Articles of Leadership in any matter of discipline or congregational membership, shall be final with no provision made for appeal. Reversal, revocation, or change in their decision shall be at their discretion and direction alone.
- 3.03. Amendment.** These Articles of Leadership may be amended in the same manner as the Bylaws of the congregation. Any amendments of these Articles of Leadership shall be communicated to the leaders of the congregation.