

BYLAWS OF STILLWATER POINTE CHURCH, INC.

ARTICLE 1 OFFICES

The name of the Corporation is Stillwater Pointe Church, Inc. operating as Stillwater Point Church (hereinafter “the Church”).

Section 1.2 Principal Office

The principal office of the Church for the transaction of its business is at the following address:

13 Point Lane, Arcadia, IN 46030

ARTICLE 2 VISION, MISSION, PRACTICE & DOCTRINAL STATEMENT

This Church has been formed under statutes of the State of Indiana for the purposes stated in the Articles of Incorporation to spread the gospel of Jesus Christ and with the following vision, mission and formation:

- (a) *Vision:* To restore souls beside still waters.
- (b) *Mission:* Minister to those who serve and seek God with sabbath rest, soul care and sanctuary.
- (c) *Practice:* Regularly congregate in small groups for worship, fellowship, prayer and teaching. Equip the saints with sacred space to retreat and seek God. Offer day and overnight sanctuary for sabbath rest. Develop contemplative resources. Minister to ministers with soul care.

(d) *Doctrinal Statement:*

Whereas we, being an incorporated body of people of like faith:

1. Believe in one God, the Father, Almighty maker of heaven and earth, of all that is, seen and unseen.

2. Believe Jesus Christ is the Son of God, Lord and Savior for eternal life through His death and resurrection.
3. Believe the Holy Spirit dwells in the redeemed to reveal God's Truth, Good News and Counsel.
4. Believe the Bible is God's inspired Word and the revelation of His promises and will to man, accepting it as our rule for faith and conduct.
5. Believe Christian fellowship in the form of the local church should assemble together for worship, prayer, fellowship, encouragement, soul care, sabbath rest, and instruction in God's Word.

ARTICLE 3 DIRECTORS

Section 3.1 Powers and Duties of Directors

(a) Powers. Subject to the provisions of the State of Indiana and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Church, the activities and affairs of this Church shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) Duties. It shall be the duty of the Directors to:

(i) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Church, by these Bylaws, or by resolution of the Board.

(ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Church.

(iii) Supervise all officers, agents, and employees of the Church to assure that their duties are performed properly.

(iv) Meet at such times and places as required by these Bylaws.

(v) Register their mailing addresses and email addresses with the Secretary of the Church.

Section 3.2 Number of Directors

There shall be a minimum of three Directors.

Section 3.3 Appointment and Term of Office of Directors

At each annual meeting the Board shall consider nominations for new directors. Nominations for consideration may be made by any member of the Board. Those nominees who receive a majority vote of the Directors will begin service on the Board after the meeting in which they are approved. Directors may be re-appointed indefinitely.

Section 3.4 Place of Meeting; Meeting by Conference Call

The location of annual, regular, and special meetings shall be determined by the Chairman of the Board following consultation with the members of the Board; such meetings may be convened as video or audio conference calls.

Section 3.5 Annual and Regular Meetings

The Board shall meet at least once a year, and at other times as determined by the Board.

Section 3.6 Special Meetings

A special meeting of the Board shall be convened by the Chairman when requested in writing by three Directors or a majority of the Board, whichever is smaller.

Section 3.7 Notice

The Chair shall give a minimum of two days notice of the convention of meetings of the Board. Notices of meetings sent to addresses on file with the Secretary of the Corporation shall be valid notices thereof.

Section 3.8 Quorum

The Quorum of the Board shall consist of a majority of the Directors.

Section 3.9 Conduct of Meetings

The Chairman shall prepare the agenda of the Board in consultation with the Pastor and other members of the Board. The Secretary shall maintain an accurate record of all meetings, which shall be approved by the Board at its next meeting. Unless otherwise applicable to the law, the act of a majority of directors voting at a meeting with a quorum present shall be the act of the corporation.

Section 3.10 Limitation of Personal Liability of Directors

The Directors shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (a) The Director has breached or failed to perform the duties of his or her office as defined in Section 3.1, and (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute, or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

ARTICLE 4 OFFICERS

Section 4.1 Officers

The Corporation shall have the following Officers: Chairman, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 4.3. Officers need not be Directors.

Section 4.2 Election of Officers

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 4.3 of this Article, shall be chosen by the

Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

Section 4.3 Subordinate Officers

The Board of Directors may appoint, and may authorize the Chairman or any other Officer to appoint any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

Section 4.4 Removal of Officers

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

Section 4.5 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Directors, the Chairman, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice.

Section 4.6 Responsibilities of Officers

The Chairman of the Board convenes its meetings, provides in advance its agenda, presides over the conduct of the meetings, and supervises the implementation of its actions and decisions. He or she serves as the supervisor of any executive or staff persons appointed by the Board and may delegate to the executive the supervision of any other staff person. The Secretary of the Board maintains accurate written records of all business conducted by the Board. The Treasurer of the Board maintains the financial records of the Corporation and reports to the Board on the fiscal affairs of the Corporation.

Section 4.7 Compensation of Directors

The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director in carrying out his or her duties. Directors shall not otherwise be compensated.

ARTICLE 5 RECORDS AND REPORTS

Section 5.1 Maintenance of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of its Articles and Bylaws as amended to date.

Section 5.2 Maintenance of Other Corporate Records

The Board may designate an appropriate archive for the long-term retention of all documents of the Corporation.

ARTICLE 6 FIDUCIARY MATTERS

Section 6.1 Conflict of Interest Policy

In order for the Corporation to conduct its business affairs so as to avoid any possible conflict of interest between the duties and responsibilities that the Corporation's Directors and Officers owe to the Corporation and other duties and responsibilities those individuals may have, the Board of Directors shall adopt a Conflict of Interest Policy.

Section 6.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Section 6.3 Prohibition against Sharing Corporate Profits and Assets

No Director, Officer, employee, or other person connected with this 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, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

Section 6.4 Indemnification

(a) *Scope of Indemnification.* The Corporation shall indemnify each Director, officer, employee, and volunteer of the Corporation to the fullest extent permissible under the laws of the State of Indiana and may, in its discretion, purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this clause. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this clause to the fullest extent permissible under the laws of the State of Indiana.

(b) *Savings Clause; Limitation.* If any provision of pertinent laws or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize, or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

ARTICLE 7

GIFT ACCEPTANCE POLICY

The Church will accept stock or other negotiable instruments as a vehicle for donors to transfer assets to the organization. Transfer and recording the value of the asset shall be done in a consistent manner and in compliance with accounting standards. The Pastor shall sell any stock given to the organization immediately upon receipt by the organization.

The Church shall accept contributions of goods or services other than cash that are related to the programs and operations of the Church. Any other contributions of non-cash items must be reviewed and approved by the Board of Directors before acceptance.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31th) day of December of each year.

ARTICLE 9 AMENDMENTS

These Bylaws may be amended or repealed by a majority vote of the entire Board of Directors.