

BYLAWS OF c|LIFE CHURCH

These Bylaws govern the affairs of c|Life Church, a Texas nonprofit corporation (the "Church"). The Church is organized under the Texas Business Organizations Code (the "Code").

ARTICLE 1 NAME AND PRINCIPAL OFFICE

The name of this religious nonprofit organization is c|Life Church. The principal office of the Church in the State of Texas shall be located in Kaufman County, Texas. The Board of Directors of the Church (hereafter defined) shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 AUTONOMY

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches of like precious faith.

ARTICLE 3 STATEMENT OF FAITH

The Church operates in accordance with the following Beliefs:

The Bible: We believe that the Bible is the revelation of the Creator to His creation. In the Bible, God tells us who He is, who we are, what His plan is for His creation and how we are to relate to Him. The Bible is given by God, making it free from error and completely trustworthy to teach us the truth. It is the ultimate source of authority in the life of all believers.

God: God has always existed. He is our Creator and the maker of all things that exist. He exists as one God in Three persons: The Father, the Son and the Holy Spirit. God is infinite, uncreated, all-knowing, all-present, all-powerful, loving, just and holy.

Jesus Christ: Jesus Christ is the eternal Son of God. He became human without ceasing to be God in order to come into His creation and save us from our sin, fulfilling all the prophecies made about Him in the Old Testament. After living a sinless life, He was crucified and died. He was buried and three days later He came back to Life, proving that He is Lord, even over our death.

People: Humanity was created by God. We were created without sin. However, humanity sinned and has been sinful ever since. This sin separates us from God's presence and special blessing. This sin nature also leaves us spiritually dead, even before we are born and in need of life, but incapable of getting this life for ourselves. No one is capable of being good enough to save themselves. We need a Savior.

Salvation: Since we are separated from God by our sin, a penalty must be paid. This penalty is eternal separation from God (the result of offending an infinite God). However, Jesus Christ came to earth, God becoming man, in order to pay the penalty for us. Because Christ is God, the price He paid was paid infinitely. Each person is saved as they place their faith in Jesus Christ as their only hope for salvation.

The Christian Life: We exist to glorify God through our obedience to the standard of living given to us in the Bible. We are called to continue growing in our faith so that we will look more and more like Jesus Christ in all our thoughts, words and actions. Obedience does allow us to accomplish our created purpose of glorifying God.

The Church: The church is made up of every believer that has ever lived or now lives, regardless of ethnic identity or geographic location. c|Life Church is a local gathering of many members of this church for the purpose of encouraging one another, teaching one another, holding one another accountable to the biblical standards of living and worshipping God not only through our lifestyles, but also in weekly worship. We believe that by living this way, we become the image of God to the community around us.

Eternity: We believe that one day, still in the future, Jesus Christ will return for His church. When He does, there will be a resurrection of the dead. His church will be taken up from the Earth to meet Him in the air as He returns. There will be a judgment of every person that has ever lived. Those that belong to Jesus Christ will be taken into His presence for eternity, where we will forever accomplish our created purpose. Those that are not His will be sent into an eternal judgment apart from God. The Bible teaches that this will be a place of torment.

ARTICLE 4 PURPOSES

Section 1. Purposes. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian faith by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, charity, school, or eleemosynary institution, without limitation.

(b) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere.

(c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(d) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

(e) To license, ordain, employ and discharge licensed and ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Texas and elsewhere.

(f) To educate the body of Christ through any and all educational means deemed appropriate.

(g) This Church is also organized to promote, encourage, and foster any other similar Christian charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church.

Section 2. Limitations. Except as otherwise provided herein, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the Church's income shall inure to the benefit of or be distributable to its directors, officers, members or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church or reimbursement of expenditures) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Church shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall the Corporation take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code, as amended.

(b) Notwithstanding any other provisions of these Bylaws, in the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall: (i) distribute its income for such taxable year at such time and in such manner prescribed, or shall comply with regulations controlling private foundation taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, (ii) avoid any act of "self dealing" as defined by Section 4941(d) of the Internal Revenue Code of 1986, as amended; (iii) avoid any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended; (iv) avoid investments subjecting the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended; and (v) avoid taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) Upon the liquidation, dissolution or winding up of the Church, the Board of Directors of the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all Church assets to any organization designated by the Board of Directors of the Church which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax Act of the United States).

ARTICLE 5 MEMBERSHIP

Section 1. Purpose and Admission

The Church consists of a body of members governed by the Board of Directors. Church membership entitles members, through Church meetings, to express their opinion collectively and individually to the Board of Directors by attending and participating in such meetings.

Membership in the Church may be sought by agreeing to complete the membership process. This process includes, at a minimum, the requirement for prospective members to (1) profess faith in the Lord Jesus Christ, (2) have been scripturally baptized and (3) commit to the statement of faith, ministry and lifestyle practices of the Church.

Upon completion of the membership process, as attested to by the prospective member's mentor, membership will be approved by the Executive Staff. The Church will then notify any other Church of like faith and order of the affiliation of the prospective member with c|Life.

The membership of the Church will be provided a list of new members, at a minimum, at the annual meeting of the Church membership.

Section 2. Dismissal:

A. By death

B. By request

- 1) Any member who personally wishes to withdraw from the membership of the Church. (No letter of recommendation is granted).
- 2) Any member who wishes to transfer to another Church of like faith and order. A letter of recommendation for any member in good standing shall be granted to the Church.

C. By exclusion

Any member, including staff members, who becomes an offense to the Church by reason of immorality, non-Christian conduct, or by persistent breach of covenant vows may be dismissed from the membership of this Church after proper Church

discipline has been observed (Matthew 18:15-20) In accordance with article 5 section 3 (Discipline) .

D. By erasure

Any member who unites with another Church, to which a letter of recommendation could not be granted for reasons of unlike faith or practice, will be dismissed.

E. By removal to Inactive Roll

Every member of the Church will be required to renew their membership annually.

Any member who fails to complete this renewal process will be removed from active membership and placed on the inactive membership list. Restoration to active membership shall be made once the inactive member completes the membership process and is approved by the Executive Staff.

Any member who purposefully rejects the statement of faith, ministry or lifestyle practices of the Church will be removed from active membership and placed on the inactive membership list. Restoration to active membership shall be made once the inactive member completes the membership process and is approved by the Executive Staff.

No person on the inactive membership roll shall be entitled to vote or hold office.

Section 3. Discipline

Our Lord Jesus Christ gave the responsibility of discipline to the Church. It is the duty of the Church, through action by the Board of Directors, to fulfill this responsibility, even when it means excluding from its fellowship any member who persists in sin and disobedience to God's Word. Church discipline is to be patterned after Matthew 18:15-18 for the purpose of restoring the offender in love (1 Corinthians 5, 2 Corinthians 2, 2 Thessalonians 3:14-15). In no instance shall it be a requirement of the Matthew 18 process for a member to be presented to the church membership as a whole.

Section 4. Restoration

Upon confession to God of personal offenses and giving satisfactory evidence of repentance, those who have been excluded from the membership of the Church may have their membership restored by a majority vote of the Board of Directors, following a recommendation by the Executive Staff.

**ARTICLE 6
MEETINGS OF CHURCH MEMBERSHIP**

Section 1. Church Membership Meetings

A. Regular Meetings

Regular Church membership meetings shall be held annually. The time and place of the Church membership meetings shall be announced by written notification either by first class mail or by electronic mail, and in either instance shall also be posted on the Church's website, and from the pulpit at least two Sundays prior to the meeting.

B. Special Meetings

Special Church membership meetings shall be called by the Executive Staff approval. Special meetings may be called at any time provided notice is given in a regular service prior to the special meeting.

C. Moderator

A member of the Board of Directors shall moderate all Church membership meetings.

D. Quorum

In all Church membership meetings, the quorum shall consist of those members who attend the membership meeting, provided it is a stated meeting or one that has been properly called.

E. Voting

All members age 16 years and above in good standing and present in person, may vote on matters of business which are properly presented at any Church membership meeting. A vote of the membership duly taken and recorded shall, by a simple majority, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator.

The following items require approval by a vote of the Membership held at a regular or special meeting of the Membership called pursuant to Article 6 of these Bylaws: relocation of permanent Church facilities; the purchase of real property; the incurrence of any indebtedness secured by real property, except as more particularly set out herein; the call or dismissal of any Executive Staff member; and the approval election or dismissal of directors as provided in these Bylaws.

Section 2. Notice of Religious Gathering. The annual meeting and special called business meetings of c|Life Church are private religious gatherings. c|Life Church reserves the right to limit attendance to c|Life Church members and guests, and may take any and all necessary and available actions against disruptive persons.

ARTICLE 7 MANAGEMENT OF THE CHURCH BOARD OF DIRECTORS

Section 1. Management. The affairs of the Church shall be managed by the Board of Directors henceforth to be called "The Board of Directors."

Section 2. Number of Board Members. The Members of The Board of Directors shall consist of the Executive Staff, and until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional members as may, from time to time, be nominated and elected in accordance with these Bylaws. The total number of board members shall not be less than three (3). In no circumstance shall the c|Life Executive Staff make up a majority of the Board of Directors.

Section 3. Term of Directors. Each Director, other than the Executive Staff, shall serve for a period of one (1) year or until their successor is appointed, and may serve no more than three (3) consecutive terms.

Section 4. Chairman of the Board. A Chairman of the Board of Directors shall be elected by a majority vote of the Board of Directors and shall preside at all Board of Directors meetings. He shall have the power in his sole discretion to select an Appointee, who shall be endowed with all powers of the Chairman of the Board, in his absence, at any meetings of the Board of Directors or Advisory Teams. Any reference to the Chairman of the Board in these Bylaws shall, by default, make reference to his Appointee.

Section 5. Powers. The Board of Directors shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Code, subject to any limitations under the Certificate of Formation of the Church or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Church property, other than real property, in conjunction with appropriate Advisory Teams, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge or encumber any Church property, excluding real property, and incur related indebtedness (see Article 10, Section 6), subject to any limitations set forth herein.

Section 6. Nomination and Election. The Board of Directors shall nominate a slate of Board of Directors annually. The Board of Directors shall present the names of the slate qualified candidates to the Membership of the Church prior to the Annual Meeting of the Church. A reasonable amount of time shall be given to the Membership of the Church to consider and evaluate the nominees prior to the Annual Meeting. Should the Board of Directors, as a result of the concerns of the Church Membership, determine that any candidate is unfit for presentation to the Membership as part of the slate, the Board may, in its sole discretion, amend the slate of candidates prior to the Annual Meeting without further time for evaluation and consideration by the Membership. The Membership of the Church shall then approve the slate of candidates by majority vote of those Members present and voting at the Annual Meeting of the Church. Directors shall be natural persons who are active members of c|Life Church or ordained ministers of like faith who may not be members of the Church.

Section 7. Vacancies. The Board of Directors shall appoint a Director in the instance of a vacancy, A vacancy is filled by the affirmative vote of the majority of the directors present and voting at a special meeting of the Board of Directors noticed and held for that purpose. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of Texas, but shall be held at the Church's registered office in Texas if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least quarterly.

A. **Regular Meetings:** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

B. **Special Meetings:** A special meeting of the Board of Directors may be called by any two (2) members of the Board of Directors.

C. **Notice of Special Meetings:**

1) **Manner of Giving:** Notice of the date, time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate

the notice to the Director; (d) by telecopier to the Director's office or home; or (e) by electronic mail ("e-mail").

2) Time Requirements: Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Director or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents: The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver: Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the Directors, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

Section 10. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. Directors present by proxy, with the exception of the Chairman of the Board Appointee, may not be counted toward a quorum.

Section 11. Proxies. Voting by proxy is prohibited.

Section 12. Duties of Directors. Directors shall discharge their duties, including any duties as Advisory Team members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has actual knowledge concerning a matter in

question that renders reliance unwarranted. Directors, as used in these Bylaws, are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 13. Delegation of Duties. The Board of Directors is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no personal liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

Section 14. Interested Members. To the extent permitted under the Code, contracts or transactions between directors, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction. However, the material facts must be disclosed to or known by the Board of Directors or other group authorizing the transaction, and approval from disinterested parties must be obtained.

Section 15. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

Section 16. No Compensation. Directors, including the Executive Staff, shall not receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. Directors may serve the Church in any other capacity and receive reasonable compensation for those services.

Section 17. Removal of Directors other than the Executive Staff. The Board of Directors may vote to recommend removal of a Director, other than the Executive Staff, at any time, with or without cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. Upon recommendation of the Board of Directors, the Membership of the Church, at a meeting called for that purpose, shall vote on the recommendation of the Board. A Director may be removed by the affirmative vote of a majority of the members voting at the meeting called for that purpose. For provisions regarding removal of the Executive Staff, see Article 8, Section 3.

Section 18. Resignation of Directors. Any Director may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 19. Ecclesiastical Tribunal. The highest ecclesiastical tribunal of the Church shall be the Board of Directors. The Board of Directors shall be the express and final arbiter of ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Board of Directors shall use the standards of: (1) the best spiritual, financial and operating interests of the Church in light of the Holy Bible and the tenets of faith of the Church; and (2) the furtherance of the Christian purposes of the Church as discerned by the Directors according to the teachings of the Holy Bible.

(The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testament of the Christian Faith, or any translation that may be adopted or used by the Board of Directors from time to time.)

Section 20. Church Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, the Board of Directors shall decide such question by majority vote.

Section 21. Church Disruptions. Any person deemed by the Board of Directors to: (1) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (2) pose a physical or psychological threat to any person or to the Church; or (3) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Director shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

Section 22. Deadlock. In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is seated on the Board of Directors, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board of Directors, then, in such instance, the Chairman of the Board or his Appointee, shall cast an additional ballot which shall be known as a "majority ballot", so that an official act or decision may be taken by the Board of Directors.

ARTICLE 8 OFFICERS

Section 1. Officer Positions. The officer positions of the Church shall be the Chairman of the Board, Secretary and Treasurer. The Board of Directors may create additional officer positions and define the authority and duties of each such position.

Section 2. Election and Term of Office. The officers of the Church shall be elected by a majority vote of the Board of Directors from among its members. The term of office of all offices shall be one year; however, such officers may serve consecutive terms without limitation.

Section 3. Removal of Executive Staff. Subject to the rights, if any, under any contract of employment with the Church, a member of the Executive Staff shall only be removed by the affirmative vote of two-thirds (2/3) of the Membership of the Church present in person at any general or special meeting duly noticed pursuant to Article 6, Section 1, of these Bylaws. A member of the Executive Staff shall only be brought to the Membership of the Church for a vote for their removal after first receiving a vote from two-thirds (2/3) of the Board of Directors in favor of such action. Members of the Executive Staff may be removed, subject to the terms of any employment agreement, from office, for any of the following reasons: (1) falling into sinful and worldly practices without repentance; (2) engaging in conduct that could hinder the influence of the Church in its community; (3) teaching doctrines inconsistent with The Holy Bible (4) neglect of duties; (5) resignation; or (6) death or disability.

Section 4. Removal of Other Officers. Church officers who are not members of the Executive Staff may be removed, with or without cause, by majority vote of the Board of Directors present in person at any special meeting called and noticed for that purpose.

Section 5. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

Section 7. Executive Staff. The Executive Staff shall consist of a subset of the vocational staff of the Church as determined by the Board of Directors and shall be in charge of all the ministries of the Church. The Executive Staff shall be responsible for hiring and supervision of all support staff. The Executive Staff shall be vested with the authority, subject to the rights, if any, under any contract of employment and the approval of the general budget, to terminate any support staff member's employment,

with or without cause. In no instance shall the Board of Directors remove an Executive Staff member's designation as Executive Staff as a pretext for the dismissal of the former Executive Staff member from the Church staff.

The Executive Staff of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Executive Staff shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, and all Church Advisory Teams, to accomplish the New Testament purposes of the Church.

Section 8. Chairman of the Board. The Chairman of the Board shall be elected by a majority vote of the board from among the Board of Directors. The Chairman of the Board shall be the moderator of all Membership and Board of Directors meetings and shall, upon authorization of the Membership and Board of Directors, execute any and all documents on behalf of the Church.

Section 9. Treasurer. The Treasurer of the Church shall be elected by a majority vote of the Board of Directors from among its members. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Executive Staff or by the Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and (i) perform all of the duties incident to the office of treasurer.

Section 10. Secretary. The Secretary of the Church shall be elected by a majority vote of the Board of Directors. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, Director, officer, and employee of the Church; (f) perform duties as assigned by the Executive Staff or by the Board of Directors; and (g) perform all duties incident to the office of secretary.

ARTICLE 9

Committees and Advisory Teams

Section 1. Establishment. The Board of Directors may adopt a resolution establishing one or more Committees, referred to herein as Advisory Teams.

Section 2. Independent Compensation Team. Annually, the Board of Directors shall adopt a resolution establishing an Independent Compensation Team. No members of the Executive Staff shall be the chairman or a voting member of the Team. At least two of the persons serving on the Independent Compensation Team shall be Directors. The Independent Compensation Team shall be elected by a vote of the Board of Directors. The Independent Compensation Team shall determine and approve the compensation of all Executive Staff members. In so doing, the Independent Compensation Team may consider duties, performance evaluations, compensation comparability data, and other relevant information. Members of the Executive Staff shall not participate in the Independent Compensation Team's discussion and formulation of, or vote regarding, their salaries and benefits, or any family member's salary or benefits. The Executive Staff shall determine the support staffs' salary and benefits, other than any family members, subject to the approval of the Independent Compensation Team.

Section 3. Delegation of Authority. Each Advisory Team shall consist of three or more persons. If, in addition to the Independent Compensation Team, the Board of Directors establishes or delegates any of its authority to an Advisory Team, it shall not relieve the Board of Directors, or Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Advisory Teams.

No Advisory Team shall have the authority to: (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of an Advisory Team or a Director or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 10, Section 4, below; (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Code.

The Board of Directors may designate various Advisory Teams not having or exercising the authority of the Board of Directors. Such Advisory Teams shall only function in an advisory capacity to the Board of Directors. The Board of Directors shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

Section 4. Term of Office. Each member of an Advisory Team shall serve until the next annual meeting of the church membership, or until a successor is appointed. However, the term of any Advisory Team member may terminate earlier if the Advisory Team is terminated by the Board of Directors, or if the member dies, ceases to qualify,

resigns, or is removed as a member of the Church. A vacancy on an Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on an Advisory Team shall serve for the unexpired portion of the terminated Advisory Team member's term.

Section 5. Chair and Vice-Chair. Unless otherwise expressly stated herein, one member of each Advisory Team shall be designated as the chair and another member shall be designated as the vice-chair. The chair and vice-chair of each Advisory Team shall be appointed by the Executive Staff with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Section 6. Quorum. One half the number of members of an Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

Section 7. Actions. Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Advisory Team unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Advisory Team.

ARTICLE 10 TRANSACTIONS OF THE CHURCH

Section 1. Contracts and Legal Instruments. Subject to Article 10 section 6, the Board of Directors may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 2. Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Directors selects.

Section 3. Gifts. The Board of Directors may accept, on behalf of the Church, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Church, including but not limited to, gifts of money, annuity arrangements, securities and other tangible and intangible personal property and real property and interest therein.

Section 4. Potential Conflicts of Interest. The Church shall not make any loan to a Director or officer of the Church. A Director, officer, or Advisory Team member of the Church may lend money to and otherwise transact business with the Church except as otherwise provided by these Bylaws, Certificate of Formation, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a Director, officer, or Advisory Team member of the Church unless the transaction is described fully in a legally binding instrument and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a Director, officer, or Advisory Team member of the Church without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Section 5. Ownership and Distribution of Property.

A. The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

B. "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged or adequate provision shall be made therefor; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

Section 6. Approval of Purchases. The purchases of fixed assets in excess of \$25,000.00 shall be subject to the prior approval of the Board of Directors, except as otherwise required by these Bylaws.

ARTICLE 11 BOOKS AND RECORDS

Section 1. Required Books and Records. The Church shall keep correct and complete books and records of account.

Section 2. Fiscal Year. The fiscal year of the Church shall begin on the first day of October and end on the last day in September in each year.

Section 3. Audited Financial Statements. At the discretion of the Board of Directors, the Church shall have an annual financial statement of the Church audited by a certified public accounting firm selected by the Board of Directors.

ARTICLE 12 INDEMNIFICATION

Section 1. Who Shall Receive Indemnification. To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Director, Pastor, officer, Advisory Team member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. Reasonable expenses may be advanced by the Church in defending such actions.

Section 2. Determination of Right. A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Board of Directors.

ARTICLE 13 MISCELLANEOUS PROVISIONS

Section 1. Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new Bylaws may only be adopted by a majority vote of the church membership present at a regular and or special called business meeting.

Section 2. Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to

be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 3. Seal. The Board of Directors may provide for a corporate seal.

Section 4. Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

Section 5. Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any member of the Church and the Church itself, or (2) between any member of the Church and any Pastor, officer, Director, employee, volunteer, agent, or other member of this Church, shall be resolved in accordance with the then existing Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Texas, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding. If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE 14 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Directors for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a

meeting of the Board of Directors may be deemed Directors for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Director, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of c|Life Church and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the consent of a majority vote of the Membership of the Church present and voting at a duly called meeting of the membership on _____, 2007.

DATED: _____, 2007.

By: _____

Name: _____

Title: Secretary