

Bylaws
of
Emmanuel Ministries International Church Florida
(A Florida Nonprofit Corporation)

Introduction

Foremost in the operation of this Church and its Bylaws is the Word of God as taught in Old and New Testaments of the Holy Bible. All provisions: herein. are declared to be subject to the Word of God which is to every possible extent incorporated herein by reference as a whole and unless otherwise stated to be found in the King James Version or other version of the Holy Bible generally accepted among Bible-believing congregations, churches or fellowships throughout this nation or the reading together of these versions to produce an understanding of the truth of the sayings of God to men as found in the Holy Bible.

Article I
Name and Offices

The name of the corporation shall be:

Emmanuel Ministries International Church Florida

hereinafter referred to as the "Church". It shall be located at the address set forth in the Articles of Incorporation. The Church may have such other office, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

Article II

Purposes

The Church shall be organized and 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, or any superseding section thereof.

Emmanuel Ministries International Church Florida operates in submission and under the authority of the Emmanuel Ministries International Church (EMIC). Emmanuel Ministries International Church Florida (EMIC FL) is a local expression of its parent organization (EMIC) serving St. Lucie County and the State of Florida. The purpose of this congregation is to give visible form of that faith and fellowship to which God has called His people. We have a mission to declare the message of the Jesus Christ and his heavenly Kingdom. We acknowledge ourselves to be a local manifestation of the Church that Jesus Christ is building and through which Jesus Christ continues to minister to the world by His Holy Spirit and his disciples. We shall seek to fulfill this calling through corporate worship through a program of Christian nurture by which members may be built up in their faith and love, through proclamation of the Gospel by word and deed, and through ministering to human need in the name of Jesus Christ. More specifically:

- (a) Minister the Word of God to the faithful;
- (b) Conduct a religious worship service through various forms of ministry;
- (c) Promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within a community;
- (d) Spread the Word of the Gospel through seminars,

television, radio and other forms of mass media for the purpose of educating individuals in the Word of God;

(e) To operate for any other purpose as set out in the Church's Articles of Incorporation.

This Church is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members, and it is organized for nonprofit purposes. The property, assets, and net income of this Church are irrevocably dedicated to charitable, religious, and educational purposes. On the dissolution or winding up of this Church, its assets remaining after payment of, or provisions for payment of all debts and liabilities of the Church shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated for charitable, educational and religious purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding sections.

Article III

Statements of Faith and Doctrine

The Church accepts the Scriptures as the revealed Will of God, the all sufficient rule of faith and practice, and for the purpose of maintaining general unity; adopts these Statements of Fundamental Truths and Doctrine.

Section 1. The Apostles Creed.

I believe in God, the Father Almighty, Creator of Heaven and Earth, and in Jesus Christ His only Son, Our Lord, who was conceived by the Holy Ghost, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, died and was buried. He descended into Hell, the third day he arose again from the dead. He ascended into heaven, sitteth at the right hand of God the Father Almighty; from thence He shall come to judge the living and the dead. I believe in the Holy Ghost, the Holy Christian Church, the communion of

saints, the forgiveness of sins, the resurrection of the body, and life everlasting. Amen.

Section 2. The Scriptures Inspired.

The Bible is the inspired Word of God, a revelation from God to man, the infallible rule of faith and conduct, and is superior to conscience and reason, but not contrary to reason (2 Tim. 3:15-17; 1 Peter 1:23---25; Heb. 4:12).

Section 3. The One True Godhead.

The Triune Godhead is comprised of three (3) separate and distinct personalities, The Father, The Son, and The Holy Spirit, who are eternally self-existent, self-revealed and function as one entity. -Jesus Christ, who is God manifested in the flesh, is the second member of the Godhead, coequal and co-eternal with The Father and The Holy Spirit.

Section 4. Man, His Fall and Redemption.

Man was created good and upright, for God said, "Let us make man in Our image, after Our likeness". But, man, by voluntary transgression, fell and his only hope of redemption is in Jesus Christ the Son of God (Genesis 1:26--31, 3:17; Romans 5:12---21).

Section 5. The Salvation of Man.

(a) ***Man's only hope of redemption is through the shedblood of Jesus Christ.*** On the cross Jesus Christ became sin and sickness providing both salvation and divine healing for all mankind (Psalm 103:3), being justified freely by His Grace through the redemption that is in Christ Jesus. For by grace we are saved through faith. "The word is near you, in your mouth and in your heart that is, the word of faith which we are preaching, that if you confess with your mouth Jesus as Lord, and believe in your heart that God raised Him from the dead, you shall be saved; for with the heart man believes, resulting in righteousness, and with the mouth he confesses, resulting in

salvation" (Romans 3:24; Ephesians 2:8; Romans 10:8-10).

(b) **The Evidence of Salvation.** The inward evidence to the disciple of his salvation, is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness. "And this is His commandment, that we believe in the name of His Son Jesus Christ, and love one another, just as He commanded us." (1 John 3:23); ... while you are waiting for these things to happen and for him to come, we strive to live holy lives; and be at peace with everyone so that he will be pleased with you when he returns (II Peter 3:14 LB).

(c) **Faith and Works.** Salvation is by faith in Jesus Christ and not by human works; however, our works will determine the rewards in eternity (Romans 10:9-1 and II Cor. 5:10).

Section 6: Salvation of all of creation

We believe it is God desires for all his creation to experience the salvation power of God...

Section 7. Baptism in Water.

The ordinance of baptism by a burial with Christ should be observed as commanded in the Scriptures by all who have really repented and in their hearts have truly believed on Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and that they have also been raised with Him to walk in newness of life. (Matt. 28:19; Acts 10:47, 48; Romans 6:4).

Section 8. The Lord's Supper.

"And when He had given thanks, He broke it, and said, 'This is my body which is for you. Do this in remembrance of me.' In the same way also the cup, after supper, saying, 'This cup is the new covenant in my blood, Do this, as often as you drink it, in remembrance of me.' Let a man examine himself

and so eat of the bread and drink of the cup" (1 Cor. 11:24; 25, 28).

Section 9. The Sacrament of Marriage.

“Boaz took Ruth and she became his wife...”, “...For this reason a man will leave his father and mother and be united to his wife,...”, Each man should have his own wife, and each woman should have her own husband.”, “Finally the time came for him to marry her.”. It is our sincere belief that marriage, as ordained by God, is defined as being between one natural man and one natural woman. The marriage ceremony is a Christian Service. No other will be condoned or recognized, and no other will be performed in any facility owned or controlled by the Church or by any employee of the Church. (Jeremiah 29:6; Romans 7:2; 1 Corinthians 7:2; Genesis 21:21; Genesis 29:21; 1 Corinthians 7:36, 39; Genesis 2:23-24; Ephesians 5:22-23, 25, 28-29, 31, 33)

Section 10. The Promise of the Father.

All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism in the Holy Ghost and Fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry. (Luke 24:49; Acts 1:48; 1 Cor. 12:1-31). This wonderful experience is distinct from and subsequent to the experience of the new birth (Acts 2:38; 10:44--46; 11:14-16; 15:7-9).

Section 11. The Evidence of the Baptism in the Holy Spirit.

The full consummation of the Baptism of believers in the Holy Spirit is evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance, and by the subsequent manifestation of spiritual power in public testimony and service (Acts 2:4; 10:44--46; 19:2, 6; 1:8).

Section 12. Sanctification.

The Bible teaches that without holiness no man can see the Lord. 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 at Christ's return (Heb.12:14; Thess. 5:23; 2 Peter 3:18; 2 Cor. 3:18; Phil. 3:12-14; 1 Cor. 1:30).

Section 13. Divine Healing.

Healing is for the physical ills of the human body and is wrought by the power of God through the prayer of faith and by the laying on of hands. It is provided for in the atonement of Christ and is the privilege of every member of the Church today (Mark 16:18; James 5:14-15; 1 Peter 2:24; Matt. 8:17; Isa. 53:4-5).

Section 14. The Church.

The church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each disciple, born of the Spirit, is an integral part of the general assembly and church of the firstborn, which are written in Heaven (Ephesians 1:22; 2:19--22; Hebrews 12:23).

Section 14. Total Prosperity.

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| (a) | Spiritual. | John 3:3, 11; II Cor. 5:17-21; Romans 10:9-10. |
| (b) | Mental. | II Tim. 1:7; Romans 12:2; Isaiah 26:3. |
| (c) | Physical. | Isaiah 53:4, 5; Matt. 8:17; I Peter 2:24. |
| (d) | Financial. | III John 1:2; Malachi 3:10--11; Luke 6:38; II Cor. 9:6-10; Deut. 28:1-14. |
| (e) | Social. | Proverbs 3:4. |

Section 15. Blessed Hope.

Blessed Hope. Jesus will reveal himself from heaven and be glorified in his saints (II Thess. 1:7,10; Coloss. 1:27) (I Cor. 15:51-52; I Thess. 4:16-17; and II Thess. 2:1). "The kingdoms of this world have become the kingdoms of our Lord and of His Christ, and He shall reign forever and ever!" (Rev 11:15)

Article IV Christian Life; Scriptural Conduct.

Section 1. Personal Ethics.

" All things are lawful for me, but all things are not helpful. All things are lawful for me, but I will not be brought under the power of any. " (I Cor. 6:12 NKJV). "We can always 'prove' that we are right, but is the Lord convinced?" (Proverbs 16:2 LB) "And we beseech you, brethren, to know them which labor among you, and are over you in the Lord, and admonish you" (I Thessalonians 5:12).

Section 2. Obedience to Law.

"Obey the government, for God is the one who has put it there. There is no government anywhere that God has not placed in power. So those who refuse to obey the laws of the land are refusing to obey God, and punishment will follow" (Romans 13:1,2 LB). "Obey the laws, then, for two reasons: first, to keep from being punished, and second, just because you know you should. Pay your taxes too, for these same two reasons. For government workers need to be paid so that they can keep on doing God's work, serving you-.

Pay everyone whatever he ought to have; pay your taxes and import duties gladly, obey those over you, and give honor and respect to all those to whom it is due. Pay all your debts except the debt of love for others never finish paying that! For if you love them, you will be obeying all of God's laws, fulfilling all his requirements. Another reason for right living in this: you know how late it is; time is running out. Wake up, for the coming of the Lord is nearer now than when we first believed" (Romans 13:5-8, 11). In our honor

and obedience to the governing authority we choose to fear and Honor God and his word above all. (Acts 5:29, Dan 3:8-17, Exo 1:17)

Section 3. *Family; Household.*

"Honor your father and mother, that you may have a long, good life in the land the Lord your God will give you" (Exodus 20:12). "For if a man knows not how to rule his own house, how shall he take care of the church of God?" (I Timothy 3:5) Likewise, their wives must be reverent, not slanderers, temperate, faithful in all things. (1 Timothy 3:11) if a man is blameless, the husband of one wife, having faithful children not accused of dissipation or insubordination. For a bishop must be blameless, as a steward of God, not self-willed, not quick-tempered, not given to wine, not violent, not greedy for money, (Titus 1:6-7). "That the aged men be sober, grave, temperate, sound in faith, in charity, in patience. That they may teach the young women to be sober, to love their husbands, to love their children" (Titus 2:2-4). Wives, submit to your own husbands, as to the Lord. For the husband is head of the wife, as also Christ is head of the church; and He is the Savior of the body. Therefore, just as the church is subject to Christ, so let the wives be to their own husbands in everything. Husbands, love your wives, just as Christ also loved the church and gave Himself for her, that He might sanctify and cleanse her with the washing of water by the word, that He might present her to Himself a glorious church, not having spot or wrinkle or any such thing, but that she should be holy and without blemish. So husbands ought to love their own wives as their own bodies; he who loves his wife loves himself. For no one ever hated his own flesh, but nourishes and cherishes it, just as the Lord does the church. For we are members of His body, of His flesh and of His bones. "For this reason a man shall leave his father and mother and be joined to his wife, and the two shall become one flesh." Nevertheless let each one of you in particular so love his own wife as himself, and let the wife see that she respects her husband. Children, obey your parents in the Lord, for this is right. "Honor your father and mother," which is the first commandment with promise: "that it may be well with you and you may live long on the earth." And you, fathers, do not provoke your children to wrath, but bring them up

in the training and admonition of the Lord.
(Ephesians 5:22-31, 33-6:4).

Section 4. Control.

"...For a man is a slave to whatever controls him" (II Peter 2:19 LB). "Let each of us please his neighbor for his good, leading to edification. For even Christ did not please Himself; but as it is written, "The reproaches of those who reproached You fell on Me." " (Romans 15:-2-3).

Section 5. Adultery; Immorality.

"Thou shalt not commit adultery" (Exodus 20:14). "...try hard to live without sinning; and be at peace with everyone so that he will be pleased with you when he returns" (II Peter 2:14 LB). "You shall not commit adultery. But I say: Anyone who even looks at a woman with lust in his eye has already committed adultery with her in his heart" (Matthew 5:27--28 LB). "...Don't fool yourselves. Those who live immoral lives, who are idol worshipers, adulterers or homosexuals will have no share in his Kingdom ..." (I Cor. 6:9 LB). "But now I have written unto you not to keep company, if any man that is called a brother be a fornicator, or covetous, or an idolater, or a railer, or a drunkard, or an extortioner; with such an one no not to eat" (I Cor. 5:11 LB).

Section 6. Drunkenness; Drugs.

-"...envy, murder, drunkenness, wild parties, and all that sort of thing. Let me tell you again as I have before, that anyone living that sort of life will not inherit the Kingdom of God" (Galatians 5:21 LB). "Nor thieves, nor covetous, nor drunkards, nor revilers, nor extortioners, shall inherit the kingdom of God" (I Cor. 6:10 LB). "Don't drink too much wine, for many evils lie along that path; be filled instead with the Holy Spirit, and controlled by Him" (Ephesians 5:18 LB). -"For the drunkard and the glutton shall come to poverty; and drowsiness shall clothe a man with rags" (Proverbs 23:21).

Section 7. Smoking.

"Know ye not that ye are the temple of God, and that the Spirit of God dwelleth in you? If any man defile the temple of God, him shall God destroy,

for the temple of God is holy, which temple are ye" (I Cor. 3:16-17). "Haven't you yet learned that your body is the home of the Holy Spirit God gave you, and that He lives within you? Your body does not belong to you. For God has bought you with a great price. So- use every part of your body to give glory back to God, because He owns it" (I Cor. 6:19).

Section 8. LGBTQIAPK+.

LGBTQIAPK+ is not supported or condoned by Scripture. The Bible speaks clearly in its rebuke of any form of Homosexuality including, Lesbian, Gay, Bi-sexual, Transsexual, and Queer proclivities, and actions. You shall not lie with a man as with a woman; it is an abomination (Leviticus 18:22). ... *God let go of them and let them do all these evil things, so that even their women turned against God's natural plan for them and indulged in sex sin with each other. And the men, instead of having a normal sex relationship with women, burned with lust for each other, men doing shameful things with other men and, as a result, getting paid within their own souls with the penalty they so richly deserved. So it was that when they gave God up and would not even acknowledge Him, God gave them up to doing everything their evil minds could think of. Their lives became full of every kind of wickedness and sin...*(Romans 1:26-29). *Don't you know that those doing such things have no share in the Kingdom of God? Don't fool yourselves. Those who live immoral lives, who are idol worshipers, adulterers, or homosexuals, will have no share in His Kingdom...*(I Cor. 6:9-10).

In addition, parents and medical doctors are now choosing to play God by reassigning gender when a child is born, using (I) Intersexuality as their reasoning. This is contrary to Scripture text that clearly states God created male and female and not intersexual. "Haven't you read the Scriptures?" Jesus replied. "They record that from the beginning 'God made them male and female'" (Mt 19:4) "but from the beginning of the creation God made them male and female". Furthermore, (a) asexual actions and proclivities are condemned by Scripture, since sex is to be between a male (husband) and a

female (wife) for their intimate pleasure and fulfillment, and procreation: “Let the husband render unto the wife due benevolence: and likewise also the wife unto the husband. The wife hath not power of her own body, but the husband: and likewise also the husband hath not power of his own body, but the wife” (I Cor. 7:3-4). “And God blessed them, and God said unto them, Be fruitful, and multiply, and replenish the earth...(Ge 1:28). “Flee fornication. Every sin that a man doeth is without the body but he that committeth fornication sinneth against his own body...Nevertheless, to avoid fornication, let every man have his own wife and let every woman have her own husband: (1 Cor 6:18; 1 Cor 7:2). This also includes demi-sexuality.

While the larger homosexual community continues to expand the definition, Scripture abhors and condemns any of their practices including the newer additions of (P) Polyamorous and (K) Kink, which include, but are not limited to, orgies, menage a trois, and bestiality: “Now the works of the flesh are manifest, which are these; Adultery, fornication, uncleanness, lasciviousness” (Galatians 5:19). “Mortify therefore your members which are upon the earth; fornication, uncleanness, inordinate affection, evil concupiscence, and covetousness, which is idolatry...For which things’ sake the wrath of God cometh on the children of disobedience” (Colossians 3:5-6), “Neither shalt thou lie with any beast to defile thyself therewith: neither shall any woman stand before a beast to lie down thereto: it is confusion...Defile not ye yourselves in any of these things: for in all these the nations are defiled which I cast out before you” (Leviticus 18:23-24); “Cursed be he that lieth with any manner of beast. And all the people shall say, Amen (Deuteronomy 27:21).

Section 9. Gender

Doctors and parents have engaged in reassigning a child’s gender at birth. In addition, many people have chosen to change their gender later in life. This is in violation of Scripture. The gender which one has at the time of birth is God’s designated gender for that individual. “*So God created man in*

his own image, in the image of God created he him; male and female created he them” (Genesis 1:27). “...This is the book of the generations of Adam. In the day that God created man, in the likeness of God made he him; Male and female created he them; and blessed them, and called their name Adam, in the day when they were created” (Genesis 5:1-2)

Article V Membership

Section 1. Classes of Members.

The membership of the Church shall be two (2) classes of membership: members of the congregation (nonvoting) and Board of Directors members (voting).

Section 2. Election of Members to the Congregation.

Any person interested in becoming a member of the congregation of the Church and demonstrate the life of a disciple of the Lord Jesus shall request to make join the church by expressing the desire to be joined in covenant relationship to the ministry and the leadership of the church must bear witness that the individual/s are to be joined to the local church. Upon this agreement, a time is dedicated for the confession of their covenant to the Lord Jesus and the Body of Christ to which they desire to be joined. A copy of the church’s declaration of covenant shall be signed by the said individual/s and he church leadership, and submitted for approval by the Board of Directors, Each signed statement of covenant shall be considered by the Board of Directors at its regular meeting or at any special meeting of the Board, and either approved, disapproved or tabled. Covenant applicants whose applications are so approved shall become active members of the congregation of the Church.

Any applicant shall give clear evidence of their new birth in Christ, live a consistent Christian life and worship at the Church on a regular basis for at least a three (3) month continuous period, support the Church financially, and

subscribe to the Statements of Faith and Doctrine as defined by these Bylaws.

All applicants shall accept awareness that their primary objective as a church member is a quest for spiritual development and maturity, and that they are seeking church membership in order to grow in grace and in the knowledge of our Lord and Savior Jesus Christ, and of His Word. All applicants for membership accept that, except for any matter expressly provided for in these Bylaws to the contrary, Church members do not vote on Church matters or participate in the administration of the Church as a corporation or in the governmental aspects of Church life. The primary relationship between the Church and its individual members arises from the member's accountability to the leadership of the Church in the interest of the member's spiritual growth and enhancing the member's willfulness to the Body of Christ.

Section 3. Voting Rights.

No member of the congregation shall be entitled to any voting rights, except as set forth in **ARTICLE VII**, Section 5; rather, all voting rights and management of the Church are reserved in the Board of Directors.

Section 4. Termination of Membership.

The Board of Directors, by recommendation of the eldership of the church and affirmative vote of two thirds (2/3) of all of the members of the Board, may suspend or expel a member of the congregation for cause after an appropriate hearing or refusal to be a part of an appropriate hearing-.

Section 5. Resignation.

Any member of the congregation may resign by filing a written resignation to the Board of Elders.

Section 6. Reinstatement.

On written request signed by a former member of the congregation and filed with the secretary, the Board of Directors, by the affirmative vote of two

thirds- (2/3) of the members of the Board, may reinstate such former member of the congregation to membership of the congregation on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership.

Membership in the congregation of the Church is neither transferable nor assignable.

Section 8. Regular Religious Services.

The members of the congregation shall meet for regular religious services. The day of the week and time for each regular religious service shall be established by Board Elders.

Section 9. Schools and Seminars.

Instruction in the Word of God shall be provided at schools and seminars for members and non-members of the congregation. Private Christian education for the body may also be provided.

Section 10. Code of Discipline.

(a) Cooperative Action. The members of the congregation of the Church shall give consent to its forms of government, together with the past policies, and to the policy of fundamental unity and agreement, alike in doctrine, conduct and action, and shall conform to the Scriptural injunctions that there be no division in the body. They shall be subject to the Board of Elders as the Word of God plainly teaches, that the principles of Christian fellowship may be kept inviolate and perpetuated, recognizing its fundamental importance.

(b) *Attitude Toward Strife.* Inasmuch as no Christian institution can comply with the plain teaching of Scripture unless unity and harmony predominate within its circle, no member of the congregation may use means to incite or engender strife, but shall work in harmony with the other members of the congregation, the Board of Directors and the Church's officers,

as did the early church (Acts 2:42). If there is cause for dissatisfaction, it shall be called to the attention of the elders/pastors or another member of the Board of Directors. At their discretion, necessary adjustments shall be made (Acts 6:17; Matt. 18:15--18).

(c) *Financial Support.* All members of the congregation shall be expected to support the programs and needs of the Church in proportion as the Lord shall prosper them (Mal. 3:10; I Cor. 16:1, 2; II Cor. 9:6-9), thereby acknowledging that any institution can stand or be of full service only in proportion as all of the members of the congregation accept their responsibility of maintaining it. -Consistent failure to honor the commitment of a member to support the church financially may be considered by the Board of Directors as grounds for removal of a member.

(d) *Discipline.* The responsibility of administering discipline in the Church is that of the Board of Elders. Some grounds for exercising discipline, suspension of or expulsion from membership in the congregation are as follows:

(1)

(1) Any member of the congregation who shall without reasonable cause willfully absent himself from the regular services for a period of three (3) consecutive months, or fail to support the church financially for any such period without a reasonable basis, shall be temporarily removed from active membership in the congregation. The Board of Elders or Board of Directors may inquire, under appropriate circumstances, whether the temporarily removed member is desirous of continuing membership in the congregation, and committing to the responsibilities of church membership.

(2) Unscriptural conduct (See Article 4), failure to maintain membership requirements, or doctrinal departure from the Statements of Faith and Doctrine (See Article 3), shall be considered sufficient grounds upon which any person may be disqualified as a member.

Such discipline shall be prayerfully administered according to Scriptures by the Board of Elders (Matt. 18:15-17; Rom. 16:17; 1 Cor. 5:9-13; 2 Thess. 3:6)

(3) The Board of Directors shall be empowered to place on the inactive list those who have disqualified themselves as provided for in these Bylaws. The Board of Directors on recommendation of the Board of Elders shall also have the authority to restore to active membership in the congregation those, who in the opinion of the Board of Elders are not at fault and those who, although at fault, have through repentance re-qualified for membership in the congregation.

(4) The Board of Directors shall recognize its duty to interview and encourage a proper attitude on the part of those who have been placed on the inactive list. It shall proceed carefully to press for a final decision in each case. The decision of the Board of Directors shall be final.

Articles VI

Board of Directors

Section 1. General Powers.

The affairs of the Church shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Church.

Section 2. Number, Term and Qualifications.

The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a two (2) year period. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the congregation of the Church.

Section 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Church in the absence of any designation in the resolution.

Section 4. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors and shall be held at the principal office of the Church or at such other place as the Directors may determine whether online or in-person.

Section 5. Notice.

Notice of the annual, regular or any special meeting of the Board of Directors shall be given by written or oral notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Action by Unanimous Written Consent Without Meeting.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of

the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies, Additions, Elections and Removal.

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Elders with the advice and consent of a majority of the present Board of Directors. Directors shall be removed by the Board of Elderspositions shall become vacant, the Board of Elders shall act as Interim Board of Directors until the vacancies are filled.

Section 10. Compensation.

Directors, as such, shall not receive any salaries for their services. However, a director or officer may be reimbursed for actual cost associated with attending a meeting. Additionally, any director or officer who is an employee of the corporation may receive fair compensation for services rendered.

Article VII

Officers

Section 1. Officers.

The officers of this corporation shall be a President, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more vice presidents, one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office.

The officers of the Church shall be elected biannually by the Board of Directors with recommendation from the Board of Elders at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal.

Any officer, elected or appointed by the Board of Directors may be removed by the Board of Elders whenever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Elders for the unexpired portion of the term. In the event the vacant position being filled is that of the Pastor, the Board shall fill.

Section 6. Duties of Officers.

(a) The President: He shall preside at all meeting of the Board of Directors and see that all orders and resolutions of the Board are carried into effect. He shall execute in the name of the Church all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Directors. 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 president of corporation.

(b) The Secretary: The secretary shall attend all sessions of the Board held at the office of the Church and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall keep the membership rolls of the Church, and perform the duties incident to the office of secretary.

(c) The Treasurer: The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Church, and shall oversee the deposits of all moneys and other valuable effects in the name and to the credit of the Church in such banks and depositories as may be designated by the Board of Directors. He shall oversee the disbursement of the funds of the Church as may be ordered by the Board and shall render to the President, Directors and Board of Elders at the regular meetings of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of the Church. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

(d) Delegating Powers to other Officers: In case of the absence of any officer of the Church, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers from the

time being any other officer, or to any Director.

(g)

Article VIII

Committees, Deacons, and Board of Advisors

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the Church may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Church, and the Pastor shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Church shall served by such removal.

Section 3. Deacons.

Deacons shall be ordained by the Board of Elders from the membership of the congregation of the Church who demonstrate that their lives conform Scripture qualifications thereof, (I Tim. 3:2-7; Titus 1:6-9; I Peter 5:2-3)

Deacons shall function to provide spiritual support to the Board of Elders in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinance of the Church. Their number and term of office shall not be pre-determined. They shall have no vote on the Board of Directors; however, shall give counsel and mutual assistance to the Board of Elders in the administration of business and work of the Church.

Section 4. Board of Advisors.

A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the Board of Elders and the Board of Directors. Counsel shall be in organizational, financial, legal or other areas wherein the Elders or Board of Directors determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure thereon shall be at discretion of the Board of Directors. The advice and consent of the Board of Advisors shall be required to establish and/or change salary and other compensation payable to the Pastor by the Board of Directors.

Article IX

Ministers

Section 1. Ordination and Licensing.

The Emmanuel Ministries International Church (EMIC) Leadership may ordain and/or license a person as minister of the Gospel after first examining the applicant's background, moral, and religious character, and what previous Bible course and/or independent study applicant has received.

Section 2. Board Of Elder

The Board of Elders shall be an ordained and appointed to the office of

Elders to oversee the spiritual growth and development of the church members and function as ministers of God and his kingdom. They shall be ordained by the leadership of the EMIC. . They also function as advisors to the Bboard of Directors. They set the spiritual direction of the church. The Board of directors shall not have the authority to remove any elder from the board of Elders. The Church finds its headship under the Lord Jesus Christ, in its Eldership board. The Elders shall function as the chief executive officers of the Church. They shall have general spiritual stewardship of the Church and general supervision of the other officers. No person should be invited to speak, teach or minister in the Church without their approval. “The elders who are among you I exhort, I who am a fellow elder and a witness of the sufferings of Christ, and also a partaker of the glory that will be revealed: Shepherd the flock of God which is among you, serving as overseers, not by compulsion but willingly, not for dishonest gain but eagerly; nor as being lords over those entrusted to you, but being examples to the flock; and when the Chief Shepherd appears, you will receive the crown of glory that does not fade away.” (1 Peter 5:1-4 NKJV)

Article X

Indemnification, Insurance and Liability of Elders/Pastors, Officers, Directors and Other Persons

Section 1. Indemnifications In Actions Other Than By Or In The Right Of The Corporation.

The Corporation may Indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a

Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification In Actions By Or In The Right Of The Corporation.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought

shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right To Payment Of Expenses.

To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (A) and (B) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination Of Conduct.

Any indemnification under Sections (A) and (B) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (A) and (B) of this Article. Such determination shall be made (1) by the Board of Elders by a majority vote who were not parties to such faction, suit or proceeding, (2) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested Elders so directs, by independent legal counsel in a written opinion, or (3) by the Members entitled to vote, if any.

Section 5. Payment Of Expenses In Advance.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Elders in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. References To Corporation.

For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 9. Other References.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on or involves services by such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

Section 10. Severability.

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

Section 11.

To the fullest extent permitted by applicable state law, as now in effect and as amended from time to time, the Church's Elders, or a director or officer of the Church shall not be personally liable for monetary damages for any action taken or failure to take any action.

Article XI

Board of Directors Liability

Section 1.

A director of the Church shall stand in a fiduciary relationship to the Church and shall perform his duties as a director, including his duties as a

member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Church, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director or committee member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(a) One or more officers or employees of the Church whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be reliable and competent in the matters presented;

(c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

Section 2.

The Church's Elders or director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3.

In discharging the duties of their respective positions, the Elders, the Board of Directors, committees of the Board of Directors and the individual Board members thereof may, in considering the best interests of the Church, consider the effects of any action upon employees, suppliers and customers of the Church and upon communities in which offices or other establishments of the Church are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Section 4.

Absent breach of fiduciary duty, lack of good faith or self dealing, actions taken as the Church's Elders, director or officer, or any failure to take any action shall presumed to be in the best interests of the Church. The Church's Elders-, director or officer of the Church shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Elders, officer or director has breached or failed to perform the duties of his office under this section or under the specific provisions of any employment agreement with the Church;

(b) The breach or failure to perform constitutes self dealing-, willful misconduct or recklessness.

Section 5.

The provisions of this section shall not apply to:

(a) The responsibility or liability of the Church's Elders, officer or director pursuant to any criminal statute; or

(b) The liability of the Church's Elders, officer or director for the payment of taxes pursuant to local, state or federal law.

Article XII

Interested Board Members

Section 1.

No contract or transaction between the Church and its President or one or more of its Board members or officers, or between the Church and any other corporation in which its President or one or more of its Board members or officers are also Board members or officers or have a financial interest shall be void or voidable solely for such reason, or solely because the President or

director or officer is present as or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Chairman of the Board in good faith authorizes the contract or transaction; or

(b) The contract or transaction is fair as to the Church as of the time it is authorized, approved or ratified, by the President of the Board of Directors.

Section 2.

Interested Board members may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction in the preceding section.

Article XIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by

such officer or officers, agent or agents of the Church, 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 may be signed by either the treasurer or the Elders of the Church.

Section 3. **Deposits.**

All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. **Gifts.**

The Board of Directors may accept on behalf of the Church any contribution, gift, bequest or devise for any purpose of the Church (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6-8).

Article XIV

Facility Use And Permitted Access To Facility

Neither property or facilities owned or controlled by the Church (or used with permission obtained by the Church) shall be used or permitted to be used for any activity or speech that is contrary to any stated or implied doctrine or religious belief or practice of the Church, and likewise it shall not be used by persons other than members and their families who are in conformity to our bylaws and Statement of Faith, unless agreed to by all Elders Permitted Access to Facilities and Activities: A person's sex is either male or female and is determined by birth. Participation in any program or activity that is limited individuals is exclusively limited to individuals of one sex is exclusively limited to individuals who are persons of that sex. Access to facilities that are designated for use by only one sex is exclusively limited to individuals who are persons of the sex. Individuals should not intentionally present their physical features or dress to be a person of the opposite sex of their birth.

Article XV

Books and Records

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Church may be inspected by any member, or his agent for any proper purpose at any reasonable time.

Article XVI

Fiscal Year

The fiscal year of the Church shall be the calendar year.

Article XVII

Dissolution

Section 1.

Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986,

as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

Section 2.

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, Directors, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

Article XVIII

Seal

The Board of Directors shall provide a corporate seal, which shall be as set forth below. The signature of the President of this corporation, duly attested to by the Secretary, may be used in lieu of a seal.

Article XIX

Amendment of Bylaws

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two thirds- (2/3) majority vote of the Board of Directors of the Church at any regular or special

combined meeting of the Board of Directors; provided, however, that any action of the Board taken for the purpose of altering, amending or repealing any part of Article Five (V) of these Bylaws may be adopted only by the unanimous vote of the Board of Directors. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the Church's Bylaws or Articles of Incorporation shall be given to each member of the Board of Directors.

Adopted by the full Board of Directors at a meeting held on the 30th day of December 2024. The approval is memorialized in the minutes of said meeting.

Dr. Adolfo Reyna, President

Jibran Oliveros, Secretary

Dr. David Hewitt, Treasurer