

BY-LAWS  
OF  
A TURNING POINT MINISTRY INTERNATIONAL

(Bylaws originally adopted on the \_\_\_\_\_ day of \_\_\_\_\_ 2004.)

**ARTICLE I**

Section 1. Introductory Statement

A TURNING POINT MINISTRY INTERNATIONAL is a fellowship of believers in the Lord Jesus Christ who have come together according to all that is written in the Holy Scriptures. Jesus gave us the two greatest commandments: to love the Lord our God with all of our heart, soul, mind and strength, and to love our neighbor as ourselves. These two commandments are both the beginning of and the yardstick for measuring all that is done in His name. We desire this love to be the heart of A TURNING POINT MINISTRY INTERNATIONAL, and we pray that everyone will share with us in this desire and in the love of our Lord.

As believers in Christ, we know that our time in this world is very short; even a full life span of seventy or eighty years is nothing compared to the eternity that we will live in Heaven. As believers in Christ, we know that the Holy Scriptures in the Bible, being from God, contain the rules for living that God intends for all mankind, both in this world and in Heaven. And, as believers in Christ, we know that we cannot serve two masters.

We at A TURNING POINT MINISTRY INTERNATIONAL believe that the Word of God is the ultimate authority for our fellowship. We also recognize that we need to interact with the world according to the laws and rules made by secular authorities. Therefore, we have formed a nonprofit corporation carrying our name, and although we are conforming to other worldly requirements (i.e., regarding tax exemption), nothing that we do to assist in our interacting with the secular authorities will ever be knowingly contrary to the Word of God or used by us as an excuse for failing to follow what is said in the Word of God.

This includes these Bylaws. These Bylaws are a part of our corporation. They have application only in so far as our corporation is concerned. The terms "Corporation" and "By-Laws" appear nowhere in the Holy Scriptures of the Bible. In truth, these terms and all that they signify are creations of man and exist only in and for the secular world. Nothing contained in them shall be used as authority to deviate from the Word of God or His headship of A TURNING POINT MINISTRY INTERNATIONAL. The sole purpose of these Bylaws is to assist us in our interactions with the secular world through our corporation.

We encourage everyone who fellowships with us to feel free to review all of our corporate records and to attend our board meetings. Also, for those of you who are interested and so request, copies of our Articles of Incorporation, these Bylaws and any amendments of the Bylaws will be provided to you.

Section 2. Statement of Faith

We believe that there is one living and true God, eternally existing in three persons: the Father, the Son and Holy Spirit, equal in power and glory; that this triune God created all, upholds all and governs all.

We believe that the Holy Scriptures contained in the Old and New Testaments of the Bible are the complete, inspired Word of God and are without error in the original manuscripts.

We believe in God the Father, an infinite, personal Spirit perfect in holiness, wisdom, power and love; that He concerns Himself mercifully in the affairs of men; that He hears and answers prayer; and that He saves from sin and death all who come to Him through Jesus Christ.

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teaching, His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people and personal, visible return to earth.

We believe in the Holy Spirit, Who was sent by the Father and Son to convict the world of sin, righteousness and judgment, and to regenerate, sanctify and empower for ministry all who believe in Christ; we believe the Holy Spirit indwells every believer in Jesus Christ and that He is an abiding Helper, Teacher, and Guide. We believe in the present ministry of the Holy Spirit and in the exercise of all the Biblical gifts of the Spirit.

We believe that all people are sinners by nature and choice and, therefore, are under condemnation; that God regenerates by the Holy Spirit, those who repent of their sins and confess Jesus Christ as Lord; that Jesus Christ baptizes the seeking believer with the Holy Spirit and power for service, often subsequent to regeneration.

We believe that the Christian's relationship with Christ is a growing relationship. A Christian that strives to live a Christ like existence will be transformed from glory to glory until that time we will be joined with our Lord and Savior, Jesus the Christ.

We believe in the universal Church, the living spiritual body, of which Christ is the Head and to which all born-again persons belong.

We believe that the Lord Jesus Christ committed two ordinances to the Church: 1) baptism, and 2) the Lord's Supper. We believe in baptism by immersion and communion open to all believers.

We believe that all men will know that we are Jesus' disciples by our love for one another.

We are awaiting the personal, visible return of Christ to this earth and the establishment of His kingdom, in the New Earth and New Jerusalem.

We believe in the resurrection of the body, the final judgment and eternal blessing of the righteous and endless suffering of the wicked.

Section 3. Purposes.

The purposes of A TURNING POINT MINISTRY INTERNATIONAL are those of the Christian Church, and are as specified in the Articles of Incorporation.

**ARTICLE II**

**NAME, OFFICE & MAILING ADDRESS**

The name of the corporation is A TURNING POINT MINISTRY INTERNATIONAL. It is a nonprofit corporation organized and existing under the laws of the State of Nevada.

The current office for the transaction of the business of A TURNING POINT MINISTRY INTERNATIONAL and for the receipt of mail by it is fixed and located at the physical address of the church, which is ABILAN, BUENAVISTA AGUSAN DEL NORTE.

**ARTICLE III**

**MEMBERSHIP**

A TURNING POINT MINISTRY INTERNATIONAL has no members and no membership at this time. This status may be amended by a decision of the Director of the Board at a regular or special meeting of the Church Advisory Board. Such decision at that time will be written into the official minutes of the meeting and filed with the Secretary.

**ARTICLE IV**

**DIRECTOR, OFFICERS, AND THE BOARD OF ADVISORS**

Section 1. General

All of the affairs of the corporation shall be discussed by a group of persons called the Church Advisory Board, which will consist of one Director/ President, this person will be the Pastor, at least two Officers, those being the Secretary/ Treasurer and one or more Vice Presidents, and a group of "advisors".

The members of the corporation as a unit shall comprise and be known as the Church Advisory Board and shall be broken down as stated above. The Director shall be the final decision maker concerning all of the business affairs of the corporation having considered the information, counsel, and the final votes of the advisory members, but ultimately getting wisdom and guidance from God as being the anointed head of this corporation.

The Members may only advise in such management while acting jointly as the Board of Advisors, as such is provided in the Articles of Incorporation and in these Bylaws.

## Section 2. Number of Directors

The number of authorized Directors of the corporation shall be one.

## Section 3. Annual Meeting

A regular annual Board meeting shall be held pursuant to a call by the Director, notification to be made (1) by written notice sent first class mail and deposited with the U.S. Postal Service at least five days prior to the meeting, or (2) personally, including via telephone, telegraph or similar means of communication at least forty-eight hours prior to the meeting.

Any such written notice shall be addressed and/or delivered to each Member or at such Member's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Member for such purpose of notice.

The annual meeting shall occur at the principal office of the corporation, or at some other designated location.

At each annual meeting the Director may consider adjusting the number of members, appointing new members or any other matter and take any other action as would be appropriate and authorized to take place at a general meeting of the Board of Advisors.

## Section 4. Selection and Term of Office

Members may be appointed by the Director of the Board at each annual meeting of the Church Advisory Board.

The position of Advisor held by each Member will be evaluated at the annual meeting of the Church Advisory Board or will expire upon his death, resignation or removal for cause.

Members may be appointed at any general or special meeting of the Board of Advisors.

## Section 5. Qualifications

The members of the corporation are key laypersons of the ministry. Accordingly each member must be a mature business professional, in regular attendance of church services, tithing regularly and having been found to be of sound biblical doctrine as set forth in the Holy Scriptures.

Each Member must be at least 18 years of age.

## Section 6. Vacancies

A vacancy or vacancies in the Board of Advisors shall be deemed to exist in case of death, resignation or removal for cause of any Member, or, with the number of Members in office being the maximum number allowed pursuant to Section 2, above, or the Director amends such section to increase the number of authorized Members.

Vacancies in the Board of Advisors may be filled at any general or special meeting of the Board. Vacancies shall be filled by appointment of the Director, having sought advisement from the Members. Each Member so appointed shall have a term of office as specified in Section 4, above.

Any Member may resign effective upon giving written notice to the Director or to the Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

If the resignation is to take effect at some future time, a successor Member may be appointed before such time, to take office when the resignation becomes effective.

#### Section 7. Removal for Cause

A Member may be removed from his position as an advisor for cause by determination of the Director. The reasons for such removal shall be as specified herein these Bylaws of the corporation.

A Member may be removed for cause for one or more of the following reasons: (1) entering into sin as is recognized by the Holy Scriptures; (2) gross neglect of and/or gross incompetence in his attendance to the affairs of the corporation; or (3) being declared to be of unsound mind by a final order of a court of competent jurisdiction.

Removal of a Member for cause may be accomplished at a special meeting of the Board of Advisors called for such purpose after giving at least two weeks written notice of the specific complaint to the Member to be removed. The notice shall also state specifically the reason(s) for the proposed removal and all evidentiary materials in support thereof.

At such special meeting, the complained of Member shall be allowed to present any material in his defense, including witnesses.

In the case of proposed removal of a Member for reason (2), above, the complained of Member has the right to have the complaint examined by a group of three Christian peers to ensure that the complaint is bona fide and not due to over expectations. Any such examination shall be completed before the decision of removal of the Member.

The Director's decision of removal for cause of a Member shall be prayerfully considered in all aspects of the matter, seeking the guidance and direction of the Holy Spirit, in making the decision as to whether to remove such Member (see Matthew 18:15-20).

A Member removed for reason (1), above, may be considered for reinstatement to the Board of Advisors upon evidence of Godly repentance for sins committed (see Matt. 18:21-35).

#### Section 8. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws any meeting (whether general, special or adjourned) of the Board of Advisors of the corporation may be held at any place within or without the State of Nevada which has been heretofore designated for that purpose by resolution of the Board of Advisors or by the written consent of all the members of the Board of Advisors.

#### Section 9. General Meetings

The only general meetings of the Board of Advisors are (1) the annual meetings specified in Section 3 of this Article IV, above, and (2) quarterly meetings to be announced as specified in Section 3 of this Article IV.

Any general meetings of the Board of Advisors may be attended and observed by adults behaving in an orderly and quiet manner at the discretion of the Director.

#### Section 10. Special Meetings

Special meetings of the Board of Advisors may be called at any time at the request of (1) the President/Director of the corporation, (2) the Secretary of the corporation, (3) the Vice President/s of the corporation, or (4) two or more of the Members.

#### Section 11. Notice of Special Meetings

Members shall be notified of special meetings as specified in Section 3 of this Article IV.

If no address for a Member is shown on such records as specified in Section 3 of this Article IV, or if the address of a Member is not otherwise readily ascertainable, such written notice shall be addressed and/or delivered to the place in which the meetings of the Board of Advisors are regularly held.

In all instances of a Member being absent from a meeting after receiving personal notice, the following must be entered into the minutes: (1) the identity of the Member or Officer of the corporation giving the personal notice; (2) when and where the personal notice was given; and (3) how the notice was communicated.

#### Section 12. Acts or Decisions

Except as otherwise provided in the Articles of Incorporation and these Bylaws, the act done or decision made by the Director of the Board of Advisors at a meeting duly held shall be valid.

### Section 13. Participation in Meetings by Conference Telephone

Members of the Board of Advisors may participate in meeting(s) through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another.

### Section 14. Rules of Order

The rules contained in Robert Rules of Order, revised, shall be the general guide to govern all meetings of the Board of Advisors, except in instance of conflict between said Rules of Order and the Articles of Incorporation or Bylaws of the corporation or provisions of law, in which case the conflicting portions of the Articles of Incorporation, Bylaws or law shall control.

### Section 15. Waiver of Notice

Notice of a meeting need not be given to any Member who: (1) signs a waiver of notice or a written consent to holding the meeting prior thereto or at its commencement; (2) signs an approval of the minutes thereof, whether before or after the meeting; or (3) who attends the meeting and (a) orally consents to the lack of notice, or (b) participates in the deliberations without protesting the lack of notice. All such waivers, consents and approvals shall be filed and/or recorded with the corporate records or made a part of the minutes of the meetings.

### Section 16. Adjournment

A majority of the Members present may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given to absent Members, unless the meeting is adjourned for more than 48 hours. In such an instance, notice of the time and place of the adjourned meeting shall be given as quickly as is reasonable to the Members who were not present at the time of adjournment.

### Section 17. Chairman of the Board of Advisors

The President of the corporation, who must be the Director of the corporation, shall act as Chairman of the Board of Advisors. This person will be the Pastor.

The purposes to be served in having the same person in all three positions (Chairman, President/ Director and Pastor) is to encourage and to promote unity and harmony throughout all aspects and activities of A TURNING POINT MINISTRY INTERNATIONAL.

The Chairman of the Board is to preside at the meetings of the Board of Advisors to ensure (1) orderly conduct of the meetings, and (2) that all matters needing to come before the Board of Advisors are presented.

The Chairman of the board of Advisors has no authority (1) to prevent any Member from speaking at any meeting of the Board of Advisors, (2) or to direct how any other Member should vote on any matter before the Board of Advisors.

The Chairman of the Board of Advisors has the authority to direct how A TURNING POINT MINISTRY INTERNATIONAL handles any matter that comes before the Board of Advisors.

#### Section 18. Rights of Inspection

Any Board Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind belonging to the corporation, and to inspect the physical properties of the corporation of which such person is a member, for a purpose or for purposes reasonably related to such person's interest as a Board Member.

#### Section 19. Powers

Subject to limitations contained in the Holy Scriptures, the Articles of Incorporation, these Bylaws and the Nevada Revised Statutes, all the activities and affairs of this corporation shall be exercised by or under the direction of the Chairman of the Board of Advisors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that being under the advisement of the Members, the Chairman of the Board of Advisors shall have the following powers in addition to the other powers enumerated in these Bylaws:

To select, hire and remove all the Officers, agents and employees of the corporation; to prescribe such powers and duties for them as may not be inconsistent with the Holy Scriptures, the law, the Articles of Incorporation, or these Bylaws; to fix the terms of their respective offices and their compensation; and, in his discretion, to require from them security for faithful service;

To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations, all of which shall not be inconsistent with the Holy Scriptures, the law, the Articles of Incorporation, or these Bylaws.

To appoint individuals to negotiate for and to purchase any property relating to the corporation.

To make such disbursement from the funds and properties of the corporation as are required to fulfill the purposes of this corporation, as such are more fully set out in the Articles of Incorporation; and

To borrow money and incur indebtedness for the purposes of the corporation, and for such purposes to authorize to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities.

## ARTICLE V

### OFFICERS

#### Section 1. General.

The officers of the corporation shall be a President, a Secretary and a Treasurer, at least one Vice President and if it becomes necessary as deemed so by the Director, Assistant Secretaries, and/or Assistant Treasurers.

#### Section 2. Selection and Term of Office

The Director of the Board having considered the advisement of the Members may appoint officers at any general or special meeting of the Board of Advisors.

The term of office for each Officer expires upon his/her death, resignation or removal for cause or pending evaluation at the end of each year of service as an Officer on the Board of Advisors.

#### Section 3. Qualifications.

The President of the corporation shall be the Director of the corporation.

The Director, having been found to meet the qualifications set forth in the Holy Scriptures, shall appoint all other Officers.

#### Section 4. Vacancies

A vacancy in an office shall be deemed to exist in case of the death, resignation or removal for cause of the respective Officer, or in the case where the Director authorizes a new Officer position.

A vacancy in any office may be filled at any general or special meeting of the Board of Advisors. Any such vacancy shall be filled by appointment of the Director. Each Officer so appointed shall have a term of office as specified in Section 2, above.

#### Section 5. Resignation

Any Officer may resign effective upon giving written notice to the Director, unless the notice specifies a later time for the effectiveness of such resignation. Any Officer except the Secretary may also give such resignation to the Secretary.

If the resignation is to take effect at some future time, a successor Officer may be appointed before such time, to take office when the resignation becomes effective.

The resignation of any Officer shall not prejudice the rights, if any, of the corporation under any contract to which such Officer was a party.

#### Section 6. Removal for Cause

An Officer may be removed from his or her office for cause by decision of the Chairman. The reasons for such removal shall be as specified herein these Bylaws of the corporation. No Member who is an Officer is eligible to vote in the matter of his removal as an Officer.

Any Officer may be removed for cause for one or more of the three reasons specified in paragraph 2 of Section 8 of Article IV.

No Officer may be removed without one or more of the specified reasons being aptly demonstrated and documented by the Board of Advisors.

Removal of an Officer for cause may only be accomplished at a special meeting of the Board of Advisors called for such purpose after giving at least two weeks written notice of the specific complaint to the Officer to be removed. The notice shall also state specifically the reason(s) for the proposed removal and all evidentiary materials in support thereof.

At such special meeting, the complained of Officer shall be allowed to present any material in his or her defense, including witnesses.

The Directors decision of removal for cause of an Officer shall be prayerfully considered in all aspects of the matter, seeking the guidance and direction of the Holy Spirit, in making the decision as to whether to remove such Officer.

An Officer removed for having entered into sin may only be considered for re-appointment to an office upon evidence of godly repentance for sins committed.

#### Section 7. Inability to Act

In the case of absence or inability to act of the Director of the corporation, the designated Vice President is authorized to act in his place.

#### Section 8. President

The president shall preside at all meetings of the Board of Advisors and shall direct the Board of Advisors in establishing the policies of the corporation. He shall be responsible for implementing the policies of the Board of Advisors.

The President shall be the chief executive officer of the corporation. He shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Bylaws.

## Section 9. Vice President

In the absence or disability of the President, the Vice President designated by the Director shall perform all the duties of the President and when so acting shall have all the power of, and be subject to all the restrictions upon, the President. The Vice President/s shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Bylaws.

## Section 10. Secretary

The Secretary shall keep, or cause to be kept, a full and complete record of all proceedings of the Board of Advisors. Such record may be a book of minutes, and shall be kept at the principal office of the corporation or such other place as the Director may decide. The record of each meeting shall state the time and place thereof, the notice thereof given, the names of those present, whether general or special, and if special, how authorized, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Nevada a certified copy of the Bylaws of the corporation as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Advisors required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, shall perform all duties incident to the office of secretary, and shall have such other powers and perform such other duties as may be prescribed by the Director.

## Section 11. Treasurer

The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Board Member or the President of the corporation.

The Treasurer shall receive and give receipts for monies due to the corporation, and shall deposit all monies and other such valuables in the name and to the credit of the corporation, with such depositories as may be designated by the Director. The Treasurer shall disburse the funds of the corporation as may be ordered by the Director; shall render to the President and Board Members, whenever requested, an account of all transactions and of the financial condition of the corporation; shall perform all duties incident to the office of Treasurer; and shall have such other powers and perform such other duties as may be prescribed by the Director.

## **ARTICLE VII**

### **RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS**

The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation).

However, nothing contained herein shall require the Director to accept or receive any money or property of any kind if he shall determine in his discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

No Disbursement of corporation money or property shall be made until, it is first considered by the Board of Advisors and ultimately approved by the Director. However, the Director shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the Officers of the corporation from time to time to make disbursements to implement said appropriations; the director shall also have the power to designate by resolution such authority to any other Officer or Officers of the corporation.

## **ARTICLE VIII**

### **OFFERINGS**

After each service, two persons shall empty the offering bags and the offering box, retrieve the funds from all sources (keeping each source separate) and prepare a Count Sheet for all receipts.

## **ARTICLE IX**

### **DEPOSITS**

All funds received by A TURNING POINT MINISTRY INTERNATIONAL, shall be deposited from time to time to the credit of the corporation in such bank(s) or other depositories as designated by the Director of the Board of Advisors.

## **ARTICLE X**

### **COMPENSATION TO TRUSTEES AND OFFICERS**

The Chairman and the Board of Officers of the corporation are to receive no compensation for their services to the corporation in these corporate capacities

## **ARTICLE XI**

### **AUTHORIZED EMPLOYEES AND THEIR COMPENSATION**

#### **Section 1. Authorized Employees**

There are currently two positions authorized as employee positions. These are Pastor and Administrator. Only authorized employees may receive a regular salary from the corporation.

Nothing contained herein shall preclude A TURNING POINT MINISTRY INTERNATIONAL from having one or more assistant/associate pastors or other support persons. However, such positions are not currently authorized as employee positions and are not entitled to receive a regular salary.

#### **Section 2. Pastor**

The Senior Pastor at A TURNING POINT MINISTRY INTERNATIONAL will be the President of the corporation.

The Senior Pastor shall be given regular and adequate financial support, the amount and manner of which shall be determined by the financial position of the corporation, the needs of the Pastor and his family and such other factors as the Director and the Board of Advisors sees as relevant.

The Pastor shall function as the chief under-shepherd for A TURNING POINT MINISTRY INTERNATIONAL, providing leadership to the Elders, and shall have the primary responsibilities of that position as provided in the Holy Scriptures. (See Ezek. 34:1-8; Acts 20:28; 1Tim. 5:17; 1Pet. 5:1-4.)

#### **Section 3. Administrator**

The Administrator must be an Elder, Deacon or Deaconess at A TURNING POINT MINISTRY INTERNATIONAL.

The compensation paid to the Administrator shall be as fixed by the Director. In so fixing the compensation of the Administrator, the Director shall consider the financial position of the corporation, the needs of the Administrator and such other factors as the Director sees as relevant.

The Administrator shall perform those administrative functions in keeping with the Articles of Incorporation, Bylaws, statutes and Holy Scriptures as directed or requested by the President of the corporation.

## **ARTICLE XII**

## INDEMNIFICATION OF AGENTS OF THE CORPORATION

### Section 1. Definitions

For purposes of this article, "agent" means any person who is or was a Member, Officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Member, Officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

For purposes of this article, "proceeding", means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

For purposes of this article, "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification as set forth herein this article.

### Section 2. Indemnification of Agents

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted without intentional misconduct, fraud, or a knowing violation of law.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of "no lo contenderé" or its equivalent shall not, of itself, create a presumption that the person acted with intentional misconduct, fraud, or a knowing violation of law.

### Section 3. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this article.

### Section 4. Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's Director or Officers for the defense of any proceeding, whether contained in the Articles, By-Laws, a resolution of the Director, an agreement or otherwise, shall be valid unless consistent with this article. Nothing contained in this article shall affect any right to indemnification to which persons other than such Director and Officers may be entitled by contract or otherwise.

### Section 5. Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this article.

### **ARTICLE XIII**

#### **ORDER OF BUSINESS**

The official order of business for the regular and special meetings of the Church Advisory Board shall be as follows:

1. Open in Prayer
2. Devotional
3. Reading of previous minutes by the Secretary
4. Report of Treasurer
5. Report of Ministries
6. Unfinished Business
7. Announcing of new Officers, Members, Employees, Deacons/Deaconesses, Ministry Leaders/Teachers, etc.
8. New Business
9. Close in Prayer
10. Adjournment

### **ARTICLE XIV**

#### **MISCELLANEOUS PROVISIONS**

##### **Section 1. Seal**

The Director may adopt a seal for the corporation, although no seal is required. Any such seal of the corporation shall be circular in form with the name of the corporation, the word "NEVADA," the words "Corporate Seal" and the year of incorporation inscribed thereon.

##### **Section 2. Construction of Bylaws**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Chapter 82 of the Nevada Revised Statutes shall govern the construction of these Bylaws.

Section 3. Inspection of Articles of Incorporation and Bylaws

Copies of the Articles of Incorporation and Bylaws of the corporation shall be available for inspection upon request during reasonable times at the principal office of the corporation.

Section 4. Amendments

These Bylaws of the corporation may be amended at any regular or special business meeting of the Church Advisory Board by the decision of the Director.

The foregoing Bylaws of A TURNING POINT MINISTRY INTERNATIONAL, are hereby adopted by the Director of the corporation of A TURNING POINT MINISTRY INTERNATIONAL on this \_\_\_\_ day of \_\_\_\_\_ 2004, at a special meeting of the existing Board on said date as evidenced by the signatures of the Director, the Secretary/ Treasurer and the Vice President of the corporation appearing below.

DATE \_\_\_\_\_

\_\_\_\_\_  
PRESIDENT/ DIRECTOR

DATE \_\_\_\_\_

\_\_\_\_\_  
VICE PRESIDENT

DATE \_\_\_\_\_

\_\_\_\_\_  
SECRETARY

DATE \_\_\_\_\_

\_\_\_\_\_  
TRESURER