



Proposed Bylaws for the Florida State Association of Free Will Baptists

RECOMMENDED BY THE EXECUTIVE BOARD

DECEMBER 26, 2018

Bylaws of the Florida State Association of Free Will Baptists

Article 1: Name and Purpose

1.01 Name. This assembly shall be known as “The Florida State Association of Free Will Baptists” (hereinafter “State Association”). It is incorporated as a nonprofit corporation under the laws of the State of Florida.

1.02 Purposes. The purposes of the State Association are to assist in the establishment and maintenance of voluntary associations of autonomous Free Will Baptist local churches in fulfilling their ecclesiastical mission; to foster and promote involvement in the state and national associations of Free Will Baptist churches; and to encourage cooperative support, conduct meetings and create fellowship among district associations of Free Will Baptist churches to further the cause of Christ. This organization operates as an association of churches exclusively for charitable, religious and educational purposes according to the Bible as stated in *A Treatise of the Faith and Practices of the National Association of Free Will Baptists, Inc.*

Article 2: Affiliation with National Association

2.01 Voluntary Association. The State Association may voluntarily affiliate with the National Association of Free Will Baptists, Inc.; however, this association submits to no veto or dictatorial power of the National Association, and this affiliation may be discontinued at any time by a two-thirds majority vote of the delegates to the annual meeting of the State Association.

2.02 Representation at the National Association. The executive director shall serve as the official representative on the general board of the National Association of Free Will Baptists, Inc. If, for any reason, the executive director is unable to fulfill this responsibility, the order of appointment to this position from among the current general officers shall be moderator, assistant moderator and clerk. In the event a representative is still needed, one may be elected from the body.

Article 3: Statement of Faith

3.01 Incorporation by Reference. This association’s statement of faith incorporates by reference parts II and III of the National Association of Free Will Baptist’s *A Treatise of the Faith and Practice of the National Association of Free Will Baptists, Inc.*, which lists the statement of faith of Free Will Baptists.

3.02 Additional Faith Provisions. In addition to the beliefs incorporated by reference in section 3.01 of these bylaws, this association also adopts, as part of its statement of faith, the following positions:

(1) Marriage and Sexuality

- a. We believe that the term “marriage” has only one legitimate meaning, and that is marriage sanctioned by God, which joins one man and one woman in a single, covenantal union, as delineated by Scripture. Marriage ceremonies performed in any facility owned, leased or rented by this association will be only those ceremonies sanctioned by God, joining one man with one woman as their genders were determined at birth. Whenever there is a conflict between the association’s position and any new legal standard for marriage, the church’s statement of faith, doctrines and biblical positions will govern. (Gen. 2:24; Eph. 5:22-23; Mark 10:6-9; I Cor. 7:1-9)

PROPOSED BYLAWS FOR THE FLORIDA STATE ASSOCIATION OF FREE WILL BAPTISTS

- b. We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage as defined in (a) above. We believe that any other type of sexual activity, identity or expression that lies outside of this definition of marriage, including those that are becoming more accepted in the culture and the courts, are contradictory to God's natural design and purpose for sexual activity. (Gen. 2:24; Gen. 19:5; Lev. 18:1-30; Rom. 1: 26-29; 1 Cor. 5:1; 6:9-10; 1 Thess. 4:1-8; Heb. 13:4)
- c. We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God and the rejection of one's biological gender is a rejection of the image of God within that person. (Genesis 1:26-27)

(2) Sanctity of Life

- a. Abortion. We believe that human life begins at conception and that the unborn child is a living human being. Abortion is murder and constitutes the unjustified, unexcused taking of unborn human life. (Job 3:16; Ps. 51:5; 139:13-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:36, 44)
- b. Euthanasia. We believe that an act or omission which, of itself or by intention, facilitates premature death, is assuming a decision that is to be reserved for God. We do not believe that discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome is euthanasia. (Ex. 20:13; 23:7; Matt. 5:21; Acts 17:28)

(3) Love. We believe that we should demonstrate love for others, not only toward fellow believers, but also toward those who are not believers, those who oppose us, and those who engage in sinful actions. We are to deal graciously, gently, patiently, and humbly with those who oppose us. God forbids the stirring up of strife, the taking of revenge, or the threat or use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such actions. (Lev. 19:18; Matt. 5:44-48; Luke 6:31; John 13:34-35; Rom. 12:9-10; 17-21; 13:8-10; Phil. 2:2-4; 2 Tim. 2:24-26; Titus 3:2; I Peter 3:8-9; 1 John 3:17-18)

(4) Lawsuits Within the Church. We believe that Christians are prohibited from bringing civil lawsuits within the Church. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32)

(5) Protection of Children. We believe that children are a heritage from the Lord and must be absolutely protected within the body of Christ from any form of abuse or molestation. This association has zero tolerance for any person, whether paid staff, volunteer, member of an affiliated church or visitor, who abuses or molests a child. (Ps. 127:3-5; Matt. 18:6; Matt. 19:14; Mark 10:14)

3.03 Authority of the Statement of Faith. The statement of faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We believe, however, that the statement of faith, which includes the incorporated provisions of section 3.01 and the additional positions set forth in section 3.02 of these bylaws accurately represents the teachings of the Bible and, therefore, is binding upon all board members, officers, district associations, member churches, delegates, staff and volunteers. All literature, whether print or electronic, used by this association, shall be in complete agreement with the statement of faith. All activities permitted or performed in any facilities owned, rented or leased by this association, or engaged in by any staff member of this association (volunteer or paid) and all decisions of the administration of this association shall not conflict with the statement of faith.

Article 4: Membership and Representation

4.01 Composition. The State Association shall be composed of properly organized and received district associations and the local Free Will Baptist Churches properly organized and received in those district associations. Membership delegates shall represent the members at the annual meeting of the State Association shall be as described in sections 4.02 and 4.03.

4.02 Standing Delegates. The standing delegates of this body shall include all officers of the corporation as well as all deacons and ministers who are members of and in good standing with a local church and district association that are members of this body.

4.03 Additional Delegates. In addition to the standing delegates listed in section 4.02 of these bylaws, additional delegates to the State Association shall be elected as follows: one delegate for each local church composed of 100 members or fraction thereof and one delegate for each additional 100 members or fraction thereof; five delegates from each district association composed of fifteen churches or fraction thereof and one additional delegate for each additional four churches or fraction thereof. These additional delegates cannot be used unless the churches are active and are represented in the session in which they are appointed.

4.04 Requirements for Membership

- (1) Requesting Membership. A properly organized district association may request membership in the State Association by submitting to the clerk or moderator of the State Association a formal letter requesting membership three months prior to the annual meeting of the State Association. The letter must include the following information and be accompanied by the annual reporting form and annual dues:
 - a. Purpose statement of the district association;
 - b. Statement that the district association has adopted the Bible and the document, *A Treatise of the Faith and Practice of the National Association of Free Will Baptists, Inc.*, as its guide for faith and practice—a district association is not permitted to join the State Association that has not adopted the *Treatise*;
 - c. A statement that the district association is in agreement with the State Association's evangelistic enterprise as stated in the final two paragraphs of our Free Will Baptist church covenant; and
 - d. The signature of the moderator or other officers representing the district association.
- (2) Meet with Executive Committee. The executive committee or subcommittee of the State Association should meet with an official delegation of the district association requesting membership prior to the annual meeting of the State Association.
- (3) Recommendation for Membership. The executive committee or subcommittee of the State Association will examine the reporting form and the dues submitted and make a recommendation to receive the district association into full membership of the State Association.
- (4) Acceptance into Membership. The State Association moderator shall, at the annual State Association meeting, welcome the district association's moderator as a new delegate to the State Association and the representative of his district association's membership.
- (5) Annual Report. Each district association holding membership in the State Association shall send a report of statistics to the annual State Association meeting on a form provided annually by the State

PROPOSED BYLAWS FOR THE FLORIDA STATE ASSOCIATION OF FREE WILL BAPTISTS

Association. Failure to complete and return this report for two successive annual sessions of the State Association may be the basis for dismissal from the State Association by a majority vote of delegates of district association members present and voting at the annual State Association meeting.

4.05 Rights of Membership

- (1) Representation. Members have the right to be represented by delegates in accordance with Article 4 of these bylaws. The State Association reserves the right to refuse to seat delegates from district associations which have failed to pay their annual dues or submit annual reports as required by the State Association.
- (2) Voting. Only delegates to the State Association may vote at meetings of the State Association. Delegates shall be entitled to vote on any issues to which they are entitled under these bylaws and on any other issues the officers or executive committee determines to bring before the delegates for a vote.

Article 5: Directors, Officers, Boards and Committees

5.01 General Qualifications and Limitations. The following qualifications apply to each officer, board member and standing committee or commission member: must be in good standing with a Free Will Baptist Church and a district association, both of which must be members of this body. Unless otherwise provided in these bylaws, no person shall serve on more than one board at the same time.

5.02 Board of Directors

- (1) Legal Relationships. As an accommodation to legal relationships outside this association, the officers of the corporation shall serve as the board of directors. The moderator shall serve as president of the corporation; the assistant moderator shall serve as vice president of the corporation; the clerk shall serve as secretary/clerk of the corporation; and the executive director shall serve as the registered agent of the corporation.
- (2) Authority. The board of directors shall maintain authority over and shall manage the affairs of the corporation unless the articles of incorporation or these bylaws require otherwise. The board of directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute or deliver any instrument in the name of and/or on behalf of the corporation. Such authority may be general or confined to specific instances with defined parameters.
- (3) Compliance Responsibilities. The board is responsible for complying with all reporting requirements of nonprofits.

5.03 Officers. The officers of this association shall be moderator, assistant moderator and clerk, to be elected by this body while in regular session. Officers of the State Association shall serve for the term of two years and may be elected to succeeding terms without limit.

5.04 Duties of Officers

- (1) Moderator. The moderator shall preside over the business sessions of the meeting of the State Association in accordance with section 8.03 of these bylaws; maintain order and endeavor to promote a Christ-like spirit during the business session; serve as the chairman of the executive committee;

PROPOSED BYLAWS FOR THE FLORIDA STATE ASSOCIATION OF FREE WILL BAPTISTS

convene the executive committee when necessary; and appoint delegates to the meeting of the national association to fill the state quota.

- (2) Assistant Moderator. The assistant moderator shall assume the duties, rights and privileges of the moderator or clerk in the absence of either.
- (3) Clerk. The clerk shall make and keep records of all the business proceedings and activities of this body and handle official correspondence as may be directed by the State Association.

5.05 Standing Boards. The standing boards of the State Association shall be the Christian Ministries Board (whose governance is defined by Article 6 of these bylaws) and the Florida Mission Board (a separately incorporated entity). Standing boards shall be composed of five members, elected for five-year terms with one member's term expiring annually.

5.06 Committees

- (1) Creation. In addition to the executive, budget, planning, steering and nominating committees described in sections 5.07 through 5.11, the State Association may, at its discretion, establish other committees or commissions to perform specific, limited functions.
- (2) Number and Election. The number of committee or commission members and their terms of office, unless otherwise provided for in these bylaws, shall be approved by vote of the State Association and the members shall be elected by the Association or appointed by the moderator.
- (3) Extent of Authority. Except as otherwise provided in these bylaws, committees and commissions have no authority to act on behalf of the State Association. Their primary function is to research and recommend. Committees and commissions shall make available upon request all records and materials to the executive committee, which shall have the right to overrule any plans or decisions made by the committee. Each committee and commission shall have a chairman who calls the meeting to order and moderates the meeting and a secretary that keeps minutes of each meeting. The secretary shall timely submit the minutes to the State Association clerk to be filed with State Association records. If deemed appropriate by the executive committee, the committee or commission secretary, in conjunction with the chairman, the chairman or secretary shall submit an annual report to the State Association of the committee or commission's decisions and plans.

5.07 Executive Committee

- (1) Composition. The executive committee shall be composed of the officers of the corporation, the chairman of each standing board, and one member from each affiliated district association to be annually recommended by each respective association and elected by the State Association.
- (2) Term of Service. There shall be no set term limits for executive committee members; members' term limits will be set according to the time frames during which they are elected to the offices or positions that make them eligible to serve on the executive committee.
- (3) General Duties. The executive committee shall (a) promote the work of the State Association; (b) review the annual reports and proposed budgets of the executive committee and any other boards, commissions and committees before they are presented to the State Association annual meeting; (c)

PROPOSED BYLAWS FOR THE FLORIDA STATE ASSOCIATION OF FREE WILL BAPTISTS

provide for and give general supervision to State Association-sponsored programs and service ministries; (d) determine honorariums or compensation, if necessary and appropriate.

(4) Authority. The executive committee shall have full authority to do all acts for and in the name of the State Association when the State Association is not in session and shall make a general report of all their actions to the body annually.

(5) Hiring and Supervision. The executive committee is also authorized to do the following:

- a. To hire an executive director and to oversee his office. The executive director is to be a non-voting member of all boards and committees. The executive director may also separately serve as an officer of the corporation.
- b. To hire a state treasurer or may assign the duties of treasurer to the executive director. The executive committee is responsible to oversee the office and position of state treasurer.

5.08 Budget Committee. The budget committee will be appointed by the moderator a year in advance. The committee will consist of three members from the executive committee and the state treasurer will serve as an ex-officio member. The budget committee shall make recommendations to the State Association concerning the total State Association budget and the allocations of State Cooperative receipts.

The responsibility of this committee is to analyze and compile the State's General Fund budget. Budget requests will be submitted in writing. A representative will be available from Florida standing boards and commissions to provide information to the committee. The executive director will present his operating expenses and *The Coordinator* expenses. Direction from the state moderator concerning administrative items will be provided. The budget committee has the authority to request additional information in compiling the budget. This budget will be presented to the executive committee for approval and recommendation to the State Association for final approval.

5.09 Planning Committee. The planning committee consists of the moderator, assistant moderator, clerk, executive director and chairman of each board and reports to the executive committee. The responsibilities of the planning committee are to make intermediate and long-range plans for state ministries; coordinate the efforts of the Mission Board and Christian Ministries Board; to plan the State Association meeting theme and speakers; and to handle any items of review by the executive committee or the State Association.

5.10 Steering Committee. The steering committee consists of the moderator, clerk, executive director, the Chairman of the Christian Ministries Board and the President of the Florida Women Active for Christ and others who may be appointed by the moderator on a special need basis. It exists for the purpose of coordinating our annual State Association meeting. The responsibilities of this committee shall be: to negotiate with the various locations concerning rates and arrangements and to recommend locations to the State Association; to work with the various Convention Bureaus to secure sites; to make site inspections when necessary; to set and approve the catering contracts for meeting rooms and meal functions with the host hotel; to coordinate the meeting times and room specifications for each session; to set the schedule for the State Association meeting; to coordinate the registration process for the State Association meeting; and to be the on-site liaison for hotel staff.

5.11 Nominating Committee. The nominating committee will be appointed by the moderator a year in advance. The committee will consist of three standing delegates, who shall present their nominations for all open committee, commission and officer seats to the association delegates at the annual meeting.

5.12 Elections. The offices shall be filled by a majority vote of the association delegates present and voting at the annual State Association meeting.

5.13 Vacancies in Offices and Committees. When vacancies in committees, boards or officers of this association occur either by death, removal from office or position, or by resignation, the remaining State Association officers shall appoint a temporary replacement until the next regular session of this body, at which time the body shall elect a replacement. A proxy may be appointed by the body to fill the place of any absentee who does not attend the session.

5.14 Removal. Removal of any position, including officer, executive committee member, or other committee member may be effectuated at any time, with or without cause, by a written majority vote of the executive committee (in the case of the removal of an executive committee member, by a majority vote of the remaining executive committee members).

Article 6: Christian Ministries Board

6.01 Name. The name of this Board shall be the Christian Ministries Board of the Florida State Association of Free Will Baptists (hereinafter "CM Board").

6.02 Purpose. The CM Board operates exclusively for charitable, religious and educational purposes according to the Bible as interpreted by Free Will Baptist doctrine. In furtherance of that operational mission, the purposes of this board are to (1) promote the educational aims of the Florida State Association of Free Will Baptists; (2) coordinate and direct youth training and competitive activities; (3) encourage and equip Christian leaders and workers for effective ministry through the local church.

6.03 Agreement with Statement of Faith. The CM Board is an integral and inseparable ministry of the State Association, and all events, activities, meetings or other outflows of this board shall operate in full agreement with the statement of faith of the State Association. The board shall not hire, appoint or retain any employee or volunteer for membership on this board who fails to adhere to or expresses disagreement with the State Association's statement of faith or who adopts or lives a lifestyle inconsistent with the beliefs and practices of the statement of faith of the State Association.

6.04 Membership. This board shall be composed of five members who shall be elected by the State Association for a term of five years, arranged whereby only one member's term expires annually. Unexpired terms will be filled by the State Association.

6.05 Officers. Officers of this board shall be chairman, secretary and treasurer. Officers shall be elected by the members of the CM Board for one year and may be elected to serve succeeding terms without limit. Duties of board officers shall include the following:

- (1) Chairman: shall call meetings and moderate meetings of the board.
- (2) Secretary: shall provide notice of all meetings of the board; shall keep accurate and detailed minutes of each meeting of the board and file them with board records.
- (3) Treasurer shall handle all monies received by the CM Board, maintain financial records, and pay the appropriate bills.

6.06 Meetings. Meetings shall be held annually with additional meetings called by the chairman or by any three members as necessary. Notice of said meetings shall be provided by the secretary and shall include the date, time and location for the meeting. Notice of meetings shall be provided at least 48 hours in advance by electronic

means. A quorum shall consist of a majority of the members of this board, and a majority vote at any duly called meeting at which a quorum is present shall carry the outcome of votes cast.

6.07 Finances and Accountability.

- (1) Funding sources. This board shall receive its finances from (1) cooperative program allocation, (2) fund raising projects, (3) registration fees and (4) designated giving.
- (2) Accountability. The board shall give a report of its activities, financial statement and property inventory, and present a budget request to the State Association at its annual meeting.
- (3) Expense Reimbursement. Appropriate expenses incurred on official CM Board business shall be paid or reimbursed from the general fund of the CM Board. Mileage shall be paid at the current IRS rate upon receipt of proper documentation.
- (4) Designated Contributions. If the CM Board receives designated contributions for particular funds or for any other designated purpose, it will attempt to honor the designation; however, all designated contributions shall be deemed advisory rather than legally mandatory in nature and shall remain subject to the exclusive control and discretion of the CM Board. No fiduciary obligation shall be created by any designated contribution made to the board other than to use the contribution for the general furtherance of any of the CM Board purpose stated section 6.02 of these bylaws.

Article 7: Discipline

This body shall have the right to discipline any officer or board member who does not conduct his office in a Christian and business-like manner according to the rules of Christian conduct laid down in the New Testament.

This body shall have the right to break fellowship with any district association found to not be following *A Treatise of the Faith and Practices of the National Association of Free Will Baptists, Inc.* and/or Article 3 of these bylaws.

Article 8: Meetings of the Executive Committee and the State Association

8.01 Time, Location, Notice and Quorum for Meetings

- (1) Executive Committee Meetings
 - a. Constitutes Board of Directors Meetings. For purposes of legal compliance, meetings of the executive committee shall constitute meetings of the board of directors since all corporate directors/officers are on the executive committee.
 - b. Officers. The officers of the State Association shall also be the officers of the executive committee. These shall include the moderator, assistant moderator and clerk.
 - c. Convening/Calling. A meeting of the executive committee may be called into session by the moderator or by a majority of the committee's members.
 - d. Location. Meetings of the executive committee shall be held within or outside of the state of Florida as shall be designated by the officers of the State Association
 - e. Notice. Notice of executive committee meetings shall be given by the executive office to all members of the committee at least 48 hours in advance of the stated meeting. Notice shall state the time and place of the meeting, and shall be provided by electronic means. If a meeting needs to occur sooner than 48 hours, notice shall be provided as early as is practically possible.
 - f. Quorum. A quorum shall consist of a majority of the members of this committee.

PROPOSED BYLAWS FOR THE FLORIDA STATE ASSOCIATION OF FREE WILL BAPTISTS

g. Voting. A majority vote shall be required for passage of items voted upon.

(2) State Association Meetings

- a. Time/Date. Meetings of the State Association shall convene annually in a joint meeting with the Florida Women Active for Christ and the Youth Conference on a Wednesday evening, Thursday, Friday and Saturday as close to the first Sunday in May as possible.
- b. Location. The location of the annual State Association meeting shall be as determined by the executive committee and notice of the location shall be provided as soon as is practically possible.
- c. Notice. Meetings of the State Association shall be announced through our newsletter, *The Coordinator*; through mailings from the Executive Office; through our website and/or through electronic means to all delegates, pastors and interested parties.
- d. Quorum. 60 percent of the district associations represented at the State Association meeting shall constitute a quorum.
- e. Voting. A majority vote of delegates present and voting at the meetings of the State Association shall be required for passage of items voted upon.

8.02 Procedures for the Annual Association Meeting. The procedures for the annual association meeting shall be as follows:

- (1) Opening/Closing. Each session of the annual meeting shall be opened with a call to order by the clerk and closed with prayer.
- (2) Speaking Limitations. The moderator will recognize a delegate who desires to speak on an issue. The individual may not speak until granted permission by the moderator. An individual may speak no more than ten minutes or more than twice on the same subject unless granted permission by the moderator. A visitor at the State Association may speak to an issue by obtaining permission from the moderator.
- (3) Spirit of Discussion. The moderator will not allow discussion that is not conveyed in a Christian spirit or if the discussion will lead to discord or division.
- (4) Calling the Vote. The “yeas” and “nays” may be counted on any question by request of one-fourth of the delegates present.
- (5) Overriding Moderator. The moderator may be overruled by a two-thirds vote of all delegates present and voting at a meeting of the State Association.
- (6) Only individuals representing ministries accountable to the State Association may address the body during our business sessions. Accountable is defined as our State Association having a board member or directly or indirectly elects the ministries’ board members.

8.03 Moderation at Meetings. The moderator, or in his absence or unwillingness to act, the assistant moderator, shall determine the rules of procedure according to his sense of fairness and common sense, giving all executive committee members and delegates a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure, and his decision is final and controlling. For any meeting under this article, the moderator, in his sole discretion, shall have full and unilateral authority to require nonmembers (or children, if circumstances so warrant) to leave the meeting room and to order the immediate removal of any member or other person present who is deemed by the moderator to be disruptive to the proceedings by act or presence. If

the moderator determines that compliance with his order of removal is unsatisfactory, he may, in his sole discretion, revoke the disruptive person's right to remain on the premises and treat the person as a trespasser.

8.04 Motions. Delegates to the State Association who desire that a certain motion be made or subject matter be discussed during an annual meeting of the State Association are requested to present the item or motion in writing to the executive committee at least fourteen days prior to the set meeting. The executive committee will then consider the proposal and determine, by a majority vote, whether to present the motion to the State Association delegates.

Article 9: Finances

9.01 Annual Fee. All churches and associations in this body shall pay a representation fee annually, the amount to be recommended by the executive committee and approved by the body.

9.02 Use of Cooperative Plan Funds. All Cooperative Plan funds coming into this body shall be spent under a budget plan. This budget must be approved by the body while in session.

9.03 Expense Reimbursements. For meetings outside the annual State Association meetings, mileage for the executive committee members and standing board members shall be paid at the IRS rate for that fiscal year. Expenses are to be paid from each board or committee's account. If a called meeting requires a member to stay overnight, his room and board will be paid from the general fund or his board or committee's account.

9.04 Financial Records

- (1) State Executive Office. It shall be the duty of the state executive office to receive all funds, pay all appropriate bills and disburse cooperative and designated funds in a timely manner according to the State Association's budget. The state executive office shall keep books that are open for review at any time by the executive committee.
- (2) Treasurers. It shall be the duty of each of the state treasurer and any standing board treasurer to receive all funds for the board he serves, pay all appropriate bills and disburse appropriate funds in a timely manner.

9.05 Designated Gifts. If the State Association receives designated contributions for particular funds or for any other designated purpose, it will attempt to honor the designation; however, all designated contributions shall be deemed advisory rather than legally mandatory in nature and shall remain subject to the exclusive control and discretion of the State Association. No fiduciary obligation shall be created by any designated contribution made to the board other than to use the contribution for the general furtherance of any of the State Association's purpose stated section 1.02 of these bylaws.

Article 10: Limitation of Liability and Binding Arbitration

10.01 Limitation of Liability. This association is not responsible for the actions of local member churches or district associations that constitute the members of this association nor for the actions of members or attendees of such local churches or district associations.

10.02 Submission to Arbitration. Delegates to this association, officers, board members and members of the local churches, or district associations that constitute the membership of this association agree to submit to

binding arbitration any legal matters that arise between the member churches, district associations and this association or between the individuals within the member churches, district associations or conventions and this association that cannot otherwise be resolved, and they expressly waive any and all rights in law and equity to bring any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

10.03 Arbitration Procedures. The procedures for arbitration shall be as adopted by the executive board. If the executive board has not adopted procedures, the church will use arbitration procedures provided by the National Center for Life and Liberty. This arbitration provision is ecclesiastical and faith-based in nature and is intended to operate under the rules and guidelines of this association. It is not intended to operate under any state or federal guidelines for arbitration.

Article 11: Tax-Exemption Provisions

11.01 Private Inurement. No part of the net earnings of the association shall inure to the benefit of or be distributable to its members, officers, board members, or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in Article 1.

11.02 Political Involvement. No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and to the extent prohibited by law, the association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

11.03 Limitation of Activities. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by an organization contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code.

11.04 Dissolution. Upon the dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members and shall be distributed to the National Association of Free Will Baptists or to another organization of like faith and practice that is organized for one or more exempt purposes within the meaning of IRC 501(c)(3) at the time of the distribution. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

11.05 Nondiscrimination Policy. This association shall not discriminate against member churches, district associations, officers, delegates, board members, or others on the basis of race, color, or national and ethnic origin. As a religious institution, however, this organization reserves the right to deny membership or employment or to terminate the membership or employment of persons whose lifestyle, words, actions or otherwise do not align with the association's incorporated *Treatise of Faith and Practice*, additional articles of faith, code of conduct or other policies of this organization.

Article 12: Indemnification

12.01 Actions Subject to Indemnification. The corporation may indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding to the full extent allowed under Florida state law.

PROPOSED BYLAWS FOR THE FLORIDA STATE ASSOCIATION OF FREE WILL BAPTISTS

This indemnification—whether civil, criminal, administrative or investigative, including all appeals (other than an action by or in the right of the corporation)—applies if three conditions are met:

- (1) The action is by reason of the fact that the person is or was a director, officer, employee or agent of the corporation;
- (2) The person acted in good faith and in a manner, he reasonably believed to be in the best interests of the corporation and, with respect to any criminal matters, had no reasonable cause to believe his conduct was unlawful; and
- (3) Indemnification is recommended by (a) a majority vote of directors who were not and are not parties to or threatened with the action, suit or proceeding or (b) if a majority vote of disinterested directors so directs, by independent legal counsel (compensated by the corporation) in a written opinion.

12.02 Timing of Indemnification. Expenses approved for indemnification may be paid by the corporation as they are incurred if possible and as authorized by the board of directors in the specific case. Indemnification reimbursement requests will be reviewed and approved for reasonableness.

12.03 Extent of Indemnification. The indemnification provided by this policy may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation; and may inure to the benefit of the heirs, executors, and administrators of that person.

12.04 Insurance. Nothing in this indemnification policy is intended to limit any obligations that an insurance carrier would have toward any person under any ministry insurance policy.

Article 13: Amendments

These bylaws may be amended by a two-thirds vote of the member delegates present and voting at a State Association meeting provided the amendment is presented, at a minimum, on the day prior to the vote and is read at least twice prior to the announcement.

Article 14: Ratification

These bylaws become effective upon ratification by a two-thirds vote of State Association delegates present and voting on May 3, 2019. Upon ratification these bylaws supersede any and all previous constitutions and bylaws of the Florida State Association of Free Will Baptists and the Christian Ministries Board of the Florida State Association of Free Will Baptists.