



BYLAWS

BYLAWS OF

THE

CHURCH OF GOD OF THE UNION ASSEMBLY, INC.

**BY-LAWS OF
THE CHURCH OF GOD OF THE UNION
ASSEMBLY, INC.**

ARTICLE I

NAME:

The name of the corporation shall be:

THE CHURCH OF GOD OF THE UNION ASSEMBLY, INC.

OFFICES:

The principal office and place of business of the corporation shall be Dalton, Whitfield County, Georgia. The corporation may establish and maintain an office or offices at such other places, either within or without the State of Georgia, as the Board of Directors from time to time may determine.

NATURE/PURPOSE:

THE CHURCH OF GOD OF THE UNION ASSEMBLY, INC. is a non-profit corporation chartered in the State of Georgia. This corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended.

The objective and mission of *THE CHURCH OF GOD OF THE UNION ASSEMBLY, INC.* is to promote the interest of religion and the cause of Christ on earth by preaching, teaching, evangelizing and otherwise educating people through any media or means possible.

ARTICLE II

TENETS OF FAITH AND DOCTRINE:

The Church accepts the Authorized King James Version of The Holy Bible as the revealed will of God, that 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 Inspired Word. 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 2. The One True Godhead. The triune Godhead is comprised of three (3) separate and distinct beings - The Father, The Son, and The Holy Ghost, 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, co-equal and co-eternal with The Father and The Holy Ghost.

Section 3. The Salvation of Man.

(a) ***Man's only hope of redemption is through the shed blood 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 nigh thee, even in thy mouth, and in thy heart: that is, the word of faith, which we preach; That if thou shalt confess with thy mouth the Lord Jesus, and shalt believe in thine heart that God hath raised him from the dead, thou shalt be saved. For with the heart man believeth unto righteousness; and with the mouth confession is made unto salvation". (Romans 3:24; Ephesians 2:8; Romans 10:8-10)

(b) ***The Evidence of Salvation.*** The inward evidence to the believer 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 should believe on the name of his Son Jesus Christ, and love one another, as he gave us commandment". (1John 3:23) "seeing that ye look for such things, be diligent that ye may be found of him in peace, without spot, and blameless". (2Peter 3:14).

Section 4. Baptism in Water. The ordinance of baptism by a burial with Christ should be observed as commanded by the word of God by all who have really repented and in their hearts truly believed on Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and have been also raised with Him to walk in

newness of life. (Matt. 28:19; Acts 10:47-48; Romans 6:4)

Section 5. The Lord's Supper and Feet Washing.

"And when he had given thanks, he brake it, and said, Take, eat: this is my body, which is broken for you: this do in remembrance of me. After the same manner also he took the cup, when he had supped, saying, This cup is the new testament in my blood: this do ye, as oft as ye drink it, in remembrance of me. But let a man examine himself, and so let him eat of that bread, and drink of that cup". (1Cor. 11:24-25, 28; John 13:1-17)

Section 6. The Sacrament of Marriage. "Boaz took Ruth and she was his wife...", "For this cause shall a man leave his father and mother, and shall be joined unto his wife...", "let every man have his own wife, and let every woman have her own husband." It is our sincere belief that marriage, as ordained by God, is defined as being between one man and one woman. No other will be performed or condoned. (Jeremiah 29:6; Romans 7:2; 1Corinthians 7:2; 1Corinthians 7:36, 39; Genesis 2:23-24; Ephesians 5:22-33)

Section 7. The Promise of the Father. All believers are entitled to, and should ardently and earnestly seek, the promise of the Father, the Baptism of the Holy Ghost, 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 1:4-8; 1Cor.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 8. Sanctification. The Bible teaches that without holiness no man can see the Lord. We believe in the doctrine of Sanctification through the Blood 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; 1Thess. 5:23; 2Peter 3:18; 2Cor. 3:18; Phil. 3:12-14; 1Cor. 1:30; Eph. 5:25,26; Heb. 10:10; Heb. 13:12).

Section 9. Divine Healing. Healing for the physical ills of the human body is wrought by the power of God through the prayer of faith and by the laying on of hands. (Mark 16:18; James 5:14-15).

Section 10. 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 believer, born of the water and of spirit, is an integral part of the church of God. (Eph. 1:22, 23; 2:19-22).

Section 11. Women are not Permitted to Preach. According to the word of God women are not authorized to preach (1Cor: 14:34-36; 1Timothy 2:11-12; 1Timothy 3:1-5; Rev. 2:20)

ARTICLE III

CHRISTIAN LIFE and CONDUCT:

Section 1. Family; Household. "Honour thy father and thy mother: that thy days may be long upon the land which the LORD thy God giveth thee". (Ex 20:12). "For if a man know not how to rule his own house, how shall he take care of the church of God"? (1Tim 3:5) Even so must their wives be grave, not slanderers, sober, faithful in all things. (1Tim 3:11) If any be blameless, the husband of one wife, having faithful children not accused of riot or unruly. For a bishop must be blameless, as the steward of God; not selfwilled, not soon angry, not given to wine, no striker, not given to filthy lucre; (Titus 1:6-7) "That the aged men be sober, grave, temperate, sound in faith, in charity, in patience. The aged women likewise, that they be in behaviour as becometh holiness, not false accusers, not given to much wine, teachers of good things; That they may teach the young women to be sober, to love their husbands, to love their children, To be discreet, chaste, keepers at home, good, obedient to their own husbands, that the word of God be not blasphemed".(Titus 2:2-5) "Wives, submit yourselves unto your own husbands, as unto the Lord. For the husband is the head of the wife, even as Christ is the head of the church: and he is the saviour of the body. Therefore as the church is subject unto Christ, so let the wives be to their own husbands in every thing. Husbands, love your wives, even as Christ also loved the church, and gave himself for it; That he might sanctify and cleanse it with the washing of water by the word, That he might present it to himself a glorious church, not having spot, or wrinkle, or any such thing; but that it should be holy and without blemish. So ought men to love

their wives as their own bodies. He that loveth his wife loveth himself. For no man ever yet hated his own flesh; but nourisheth and cherisheth it, even as the Lord the church: For we are members of his body, of his flesh, and of his bones. For this cause shall a man leave his father and mother, and shall be joined unto his wife, and they two shall be one flesh. Nevertheless let every one of you in particular so love his wife even as himself; and the wife see that she reverence her husband. (Eph. 5:22-33) And, ye fathers, provoke not your children to wrath: but bring them up in the nurture and admonition of the Lord". (Eph. 6:4)

Section 2. Adultery; Immorality. "Thou shalt not commit adultery". (Ex. 20:14) "Ye have heard that it was said by them of old time, Thou shalt not commit adultery: But I say unto you, That whosoever looketh on a woman to lust after her hath committed adultery with her already in his heart". (Matt 5:27-28) "Know ye not that the unrighteous shall not inherit the kingdom of God? Be not deceived: neither fornicators, nor idolaters, nor adulterers, nor effeminate, nor abusers of themselves with mankind," (1Cor. 6:9) "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". (1Cor. 5:11)

Section 3. Drunkenness; Drugs. "Envyings, murders, drunkenness, revellings, and such like: of the which I tell you before, as I have also told you in time past, that they which do such things shall not inherit the kingdom of God". (Gal 5:21) "Nor thieves, nor covetous, nor drunkards, nor

revilers, nor extortioners, shall inherit the kingdom of God". (1Cor. 6:10) "And be not drunk with wine, wherein is excess; but be filled with the Spirit"; (Eph. 5:18) "For the drunkard and the glutton shall come to poverty: and drowsiness shall clothe a man with rags". (Prov. 23:21)

Section 4. Tobacco Products. Col 2:21-23 "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 ye are. (1Cor. 3:16-17) What? know ye not that your body is the temple of the Holy Ghost which is in you, which ye have of God, and ye are not your own? For ye are bought with a price: therefore glorify God in your body, and in your spirit, which are God's. (1Cor 6:19-20; Matt 18:3; 1Timothy 6:8)

Section 5. Homosexuality. "Thou shalt not lie with mankind, as with womankind: it is abomination". (Lev 18:22) "...God gave them up unto vile affections: for even their women did change the natural use into that which is against nature: And likewise also the men, leaving the natural use of the woman, burned in their lust one toward another; men with men working that which is unseemly, and receiving in themselves that recompence of their error which was meet". "And even as they did not like to retain God in their knowledge, God gave them over to a reprobate mind, to do those things which are not convenient; Being filled with all unrighteousness, fornication, wickedness, covetousness, maliciousness; full of envy, murder, debate, deceit, malignity; whisperers", (Rom 1:26-29) "Know ye not that the unrighteous shall not inherit the kingdom of God? Be

not deceived: neither fornicators, nor idolaters, nor adulterers, nor effeminate"... (1Cor. 6:9-10)

ARTICLE IV

GOVERNANCE:

The corporation does vest in the Board of Directors sufficient power and authority in all ecclesiastical and fiscal matters as well as all property rights of said *The Church of God of the Union Assembly, Inc.* so that the board may have as the representative of the aforesaid church competent legal authority to represent it, and the church shall have competent legal representatives in all matters and things wherein the property rights and other interests of the aforesaid church should be protected and guarded, including all property, title to which is vested in *The Church of God of the Union Assembly, Inc.* its auxiliaries, departments and societies.

PROPERTIES:

The Board of Directors of *The Church of God of the Union Assembly, Inc.* are given the right and shall have said right to acquire, sell and mortgage church property according to these rules. The corporation shall hold in trust for the benefit of *The Church of God of the Union Assembly, Inc.* any and all donations, bequests, gifts, grants and funds that may be given or conveyed directly to *The Church of God of the Union Assembly, Inc.* The corporation is the owner of several properties located throughout the United States, the title to which, is held by the corporation. No personal or real property, movable or immovable or mixed, shall be sold, donated, mortgaged, conveyed, transferred, abandoned or

encumbered without the written approval of the Board of Directors of *The Church of God of the Union Assembly, Inc.*

ARTICLE V

GOVERNING BODIES

1. GENERAL ASSEMBLY:

Section 1: The General Assembly is composed of all members of *The Church of God of the Union Assembly, Inc.* Anyone can be a member who meets the membership requirements (Article VII) of *The Church of God of the Union Assembly, Inc.* Voting members must be eighteen (18) years of age and above and be in good standing and meeting the requirements of *The Church of God of The Union Assembly, Inc.*

Section 2: Meetings of the General Assembly will be held at least annually to consider all recommendations from the Board of Directors and Governing Elders. All meetings will be conducted using Robert's Rules of Order as its parliamentary authority.

Section 3: The officers of the General Assembly shall consist of the moderator and secretary. The General Overseer shall preside as the moderator and the General Secretary shall be the secretary. The moderator will appoint parliamentarians to serve during the General Assembly meetings.

Section 4: In issues concerning the national Assembly the Governing Body shall consist of the Board of Directors and Governing Elders. All national resolutions and/or amendments must pass by a 2/3rd majority vote of the Governing Body. (1990 Minutes of The Church of God of The Union Assembly, section G, article 2, pg. 43. Also see 1974, 1965 Minutes).

Section 5: When the Governing Elders of The Church of God of The Union Assembly, Inc. are assembled for a Called or Regularly Scheduled meeting of the Governing Elders any business may be conducted as allowed by the By-laws. Voting rights are extended to those attending such meeting, either physically or virtually. Participation in debate, discussion, or the procedural Rules of Order (making or seconding a motion) shall be limited to those physically attending the meeting. *(This will enable the Elders in attendance to affect or act in any manner deemed to be in the best interests of the church. Additionally, this will eliminate the need for proxy or absentee votes.)* (Revised by vote January 12, 2022)

2. BOARD OF DIRECTORS:

Section 1. The Board of Directors shall be made up of the General Overseer, the Assistant General Overseer(s) and the Council. The Board of Directors shall consist of ordained ministers by appropriate resolution of the church membership and shall constitute the Board of Directors. The Directors must be no less than eighteen (18) years of age. (Revised by vote April 28, 2023)

Section 2. Regular meetings of the Board of Directors shall be held at the offices of the corporation or elsewhere within or without the state of Georgia, as specified in the notice of the meeting or the waiver of notice thereof, and the same shall be held on such dates and at such times and places as may be determined by the Board of Directors and set forth in written notice given at least five (5) days prior thereto.

Section 3. Special meetings of the Board of Directors may be called by the president or by a majority of the Directors, by giving to each Director personally, by mail, E-Mail, or phone at least three (3) days' notice of the time, place and purpose of the meeting.

Section 4. Any meeting of the Board at which all of the Directors are present shall be as valid as if held pursuant to proper notice, and in case a meeting shall be held without notice when all are present, but the absent Directors thereafter sign the minutes of the meeting, the same shall be valid and binding as though called upon due notice.

Section 5. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of the business at any meeting, but a smaller number may adjourn the meeting to a future date.

Section 6. The Board of Directors shall regulate and supervise the management and operation of the corporation. It shall attend to all internal affairs of the corporation, shall make such arrangements for carrying on the business as it deems best, and in addition to these powers by these Bylaws expressly conferred, it may exercise all of the power of the corporation and do all such lawful acts and things as are not by statute or by the charter or by these Bylaws required to be exercised or done by the Directors.

Section 7. Any Council officer vacancy, however occasioned, will be filled from the members of the Council-Elect, by a majority vote of the remaining Directors. (Revised September 9, 2024)

3. OFFICERS:

Section 1. Officers. The officers of the corporation shall be:

President – General Overseer

Vice President – Assistant General Overseer

Secretary – General Secretary

Treasurer – General Treasurer

The corporation may also have at the direction of the board of Directors, a Chairman of the Council, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed, in accordance with the provisions of Section 2 of this Article. Officers, other than the President and Chairman of the Council, need not be Directors. One person may hold two or more offices, except those of the President and Secretary.

Section 2: Duties and Authority of Officers

A. President – General Overseer:

The President, hereafter referred to as General Overseer, shall be the chief executive officer of the corporation. He shall preside at all meetings of the Directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect; he shall execute notes, bonds, mortgages, and other contracts requiring a seal, but all such contracts shall be attested by the Secretary; he shall perform all such duties as the board may direct.

B. Vice President – Assistant General Overseer:

The Assistant General Overseer is selected by the General Overseer and must be approved by the Council. His term runs parallel with and/or at the discretion of the General Overseer and the Council. In the event of a temporary vacancy of the General Overseer, or in the case of his failure to act, the Vice President, hereafter referred to as the Assistant General Overseer, shall have all the powers of the General Overseer

as the interim and shall perform such duties as shall from time to time be imposed upon him by the Board of Directors. If the vacancy is permanent, the election process must be initiated within 30 days. (Revised September 9, 2024)

C. Secretary – General Secretary:

The Secretary shall attend and keep the minutes for all meetings of the Board of Directors and the Annual Assembly. He shall have charge of the records and seal of the Corporation, and shall in general perform all duties incident to the office of the Secretary of a corporation, subject to discretion and control of the Board of Directors at all times. The General Secretary is appointed by the Board of Directors.

D. Treasurer – General Treasurer:

The Treasurer is also the Chief Financial Officer of the corporation. The Treasurer shall keep complete and accurate accounts of receipts and disbursements on the books belonging to the corporation, and shall deposit ALL monies and other valuable properties and effects in the name of, and to the credit of, the corporation in such depository or depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the corporation as ordered by the board and shall render to the Board of Directors whenever it may require, an account of all its transactions as Treasurer and financial condition of the corporation. The Treasurer shall perform other duties as shall be assigned to him/her by the Board of Directors. The Treasurer is appointed by the Board of Directors.

4. THE COUNCIL:

Section 1.

The Council will consist of twelve (12) ordained ministers who, with the General Overseer and Assistant General Overseer(s), shall preside over all ecclesiastical and business affairs of the Church. It shall at regular intervals, review the general progress of the Church, recommend Pastors and Assistant Pastors, appoint appropriate persons to fill any vacancies which might arise and work with the General Overseer in the furtherance of the Gospel. (Revised by vote April 28, 2023)

Section 2. Chairman of the Council

The Chairman of the Council, if there be such an officer, shall, if present, preside at all meetings of the Board of Directors in which the General Overseer or Assistant General Overseer are not present. He will exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors as prescribed by the Bylaws.

Section 3. Council Elect

The Council-Elect shall consist of three (3) ordained ministers selected by the Governing Elders and shall serve at the pleasure of the Board of Directors to assist the Board in matters related to the Assembly as needed. Council-Elect members shall be available to fulfill any vacancy of any Council officer for any reason. (Revised by vote September 9, 2024)

5. GOVERNING ELDERS:

The Governing Elders shall consist of the State Overseers, the Senior Pastor of each local church of the Assembly, Council-Elect and Board of Directors. (Revised September 9,2024)

6. FINANCE COMMITTEE: (May be the same as the Council).

The Finance Committee shall consist of at least three (3) and no more than five (5) men selected by the General Overseer, the Council and Governing Elders. Their duty shall be to oversee the financial affairs of the corporation, to work hand in hand with the General Overseer, and Council to recommend any changes in the financial position of the Church such as the purchase or sale of property and to perform any other duties that might become necessary and are not prohibited by these Bylaws.

7. COMMITTEES:

Standing boards and committees as called for by the General Assembly shall be appointed by the Board of Directors. The General Overseer shall be an ex officio voting member of all standing boards and committees.

8. ELECTIONS:

The officers of the corporation, except such officers as may be appointed in accordance with these Bylaws, shall be chosen, at the designated times set forth in these Bylaws, by the Board of Directors, Governing Elders, and/or the General Membership. All candidates must be approved by the Board of Directors prior to the election. All elections and results must be approved and ratified by the Board of Directors. (Revised September 9, 2024)

Section 1. The General Overseer

The General Overseer shall be chosen by the Governing Elders at a called meeting for the purpose of selecting two (2) candidates to be vetted by the Board of Directors / Council. At the meeting called for such purpose, each of the Governing Elders will submit, on written or electronic ballots, their choice for General Overseer. The General Secretary of the corporation will announce the number of ballots cast, and the vote totals for each candidate nominated. In the event that 2 candidates receive the same number of votes for the 2nd nominee, the Governing Elders will select one (1) candidate from those two (2) on a separate ballot. The General Secretary of the corporation will announce the total number of ballots cast, and the vote totals for each candidate nominated. The 2 candidates with the most votes will proceed to the vetting process to be completed by the Board of Directors / Council. Upon completion of the vetting, the ordained ministers of the COGUA will select one (1) candidate by a simple majority vote. The voting and results will be completed and published as quickly as possible. (Revised by vote November 3, 2022)

Section 2. The Council-Elect

All Council-Elect candidates must be an ordained minister of the church. The Board of Directors will vet and deem qualified 2 individuals to be considered for each vacancy of the Council-Elect. The governing Elders will be notified of the proposed names to further ensure that those nominated are properly vetted. Once 2 names for each vacancy are confirmed eligible, those names will then be placed on a ballot for voting by the Governing Body. Candidates receiving the highest total vote will then be elected to fill the vacancy on the Council-Elect. (Revised September 9, 2024)

Section 3. Each appointed officer, in accordance with these Bylaws, shall hold His or Her office at the pleasure of the Board of Directors, who may, either at a regular or

special meeting, remove any such officer and/or appoint His or Her successor.

9. REMOVAL AND RESIGNATION:

Any officer may be removed, with cause, with the approval of the majority of the Board of Directors at the time in office, at a regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the General Overseer, or the Secretary of the corporation. Any such resignation shall take affect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

10. VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

ARTICLE VI

NOTICES:

Section 1: Whenever these Bylaws require notice to be given to any Director or to the church membership, the notice shall be given as prescribed in Article V.2 Section Whenever notice is given to a Director by mail, the notice shall be sent by first class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Director at his address as it appears on the

books of the corporation, and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. (Electronic mail)

Section 2: The Corporation shall be controlled and operated: (1) pursuant to the provisions set out in the nonprofit corporate laws of the State of Georgia; (2) pursuant to the provisions set out in the charter of the corporation; (3) pursuant to the provisions set out by these Bylaws. If there should be any conflict between the provisions of statute, charter, or these Bylaws, then and in that event, the provisions of statute shall first control and the provisions of the corporation charter shall second control in all cases.

ARTICLE VII

MEMBERSHIP:

The membership of *The Church of God of the Union Assembly, Inc.* shall be composed of Christians who have accepted the teachings, doctrine and government of *The Church of God of the Union Assembly, Inc.* and who have been formally received into its fellowship pursuant to the guidelines established by the General Assembly.

Section 1. How to Become a Member of the Congregation or to Be Reinstated as a Member.

Those seeking membership shall give clear evidence of their new birth in Christ, live a consistent Christian life and subscribe to the Tenets of Faith and Doctrine as defined by these Bylaws.

Each individual 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. Those seeking 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 2. Voting Rights. No member of the congregation shall be entitled to any voting rights, except as set forth in Article V, rather; all voting rights and management of the Church are reserved by the Board of Directors.

Section 3. Termination of Membership. The Pastor and Deacon board, by affirmative vote of two-thirds (2/3), may suspend or expel a member of the congregation for cause after an appropriate hearing.

Section 4. Resignation. Any member of the

congregation may resign by filing a written resignation with the secretary of the Local Church.

Section 5. Transfer of Membership. Membership in the congregation of the Church is neither transferable nor assignable, unless approved by the State Overseer, and both Pastors.

Section 6. 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 the Board of Directors.

Section 7. 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 the policy of fundamental unity and agreement, alike in doctrine, conduct and action, and shall conform to the Biblical injunctions that there be no division in the body. They shall be subject to the Board of Directors 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 the Bible 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 the early Church (Acts 2:42). If there is cause for dissatisfaction, it shall be called to the attention of

the Pastor or another member of the Board of Directors. At their discretion, necessary adjustments shall be made (Acts 6:1-7; 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 (1Cor.16:1-2; 2Cor. 9:6-9), thereby acknowledging that any institution can stand or be 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 The Board of Directors and the Local Church. Some grounds for exercising discipline, suspension of or expulsion from membership in the congregation are as follows.

(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 failure to support the church financially for any such period without a reasonable basis, shall be temporarily removed from active membership in the congregation. The Local Church 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) Non Biblical conduct (See Article III), failure to maintain membership requirements, or doctrinal departure from Tenets of Faith and Doctrine, shall be considered

sufficient grounds upon which any person may be disqualified as a member. Such discipline shall be prayerfully administered according to the Bible by the Board of Directors (Matt. 18:15-17; Rom. 16:17; 1Cor. 5:9-13; 2Thess.3:6)

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

ARTICLE VIII

LOCAL CHURCHES:

Section 1: It shall be the intent of *The Church of God of the Union Assembly, Inc.*, to establish an Order by the use of Localized Congregations (churches). The Overseer of the Order shall be the General Overseer of *The Church of God of the Union Assembly, Inc.* established and operated under these Articles of Incorporation and Bylaws.

Section 2: The Local Church must agree to abide by the Tenets of Faith and doctrine of *The Church of God of the Union Assembly, Inc.*, as set forth in these Bylaws as well as any other mandates set forth by this Order. In recognition of its affiliate status, a church will remit to the Order a weekly offering based on the amount of the freewill offerings. The Local Church may operate under the umbrella of the IRS Section 501(c)(3) of this Order as long as it is deemed to be in good standing.

Section 3: Each Local Church will have its own Federal Employer Identification Number. Any real property owned or acquired by the Local Church, shall be included in the deed, reverts to the ownership of the Order upon termination of its affiliate status, unless written approval is obtained from the Board of Directors and General Overseer of the Order.

Section 4. The General Overseer has the authority to place and terminate Pastors for each affiliate. These decisions will be ratified by a vote of the Board of Directors of the Order at the next regularly scheduled meeting.

Articles IX

MINISTERS:

Section 1. Ordination. The Board of Directors may ordain a person as a minister of the Gospel in accordance with the provision as set forth below. Final determination shall be within the absolute discretion of the Board of Directors.

Section 2. Pastor/President. The Pastor/President of the local churches shall be an ordained minister of the Order.

Section 3. Application. Application for ordination as a minister of the Gospel shall be on the form provided by the Board of Directors. An Applicant's application shall be either approved or denied within thirty (30) days of the completion of the inquiry of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

Section 4. School of Ministry. The Board of Directors may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination of ministers. The School of Ministry shall prepare the students

in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

ARTICLE X

INDEMNIFICATION, INSURANCE AND LIABILITY INDEMNIFICATION OF CHURCH PASTOR, OFFICERS, BOARD OF DIRECTORS AND OTHER PERSONS

Section 1. The Church shall advance necessary funds or 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 action by or in the right of the Church) by reason of the fact that the person is or was the Church's pastor, a director or officer of the Church or is or was serving at the request of the Church as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. 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 reasonably believed to be in or not opposed to the best interests of the Church and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Church shall advance funds or

indemnify any person who 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 Church to procure a judgment in its favor by reason of the fact that he is or was a pastor, director, or officer of the Church, or is or was serving at the request of the Church as a director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expense (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of the Church.

Section 3. Indemnification under Sections 1 and 2 of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Church in advance of the final disposition of such actions, suits or proceeding upon receipt of an undertaking by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Church.

Section 5. The Church may, at the discretion of the extent and for such persons as determined by the Board of

Directors of the Church, (i) indemnify any person who neither is nor was the Church's pastor, a director or officer of the Church but who is or was 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 (and whether brought by or in the right of the Church), by reason of the fact that the person is or was a representative of the Church, against expenses (including attorney's fees), judgments fines and amounts paid in settlement, actually and reasonable incurred by the person in connection with such threatened, pending or completed action, suit or proceeding, and (ii) pay such expense in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Church.

Section 6. Any right to indemnification provided in this Article shall continue as to a person who has ceased to be a pastor, director or officer of the Church and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Nothing herein contained shall be construed as limiting the power or obligation of the Church to indemnify any person in accordance with applicable state law provisions as amended from time to time or in accordance with any similar law adopted in lieu thereof.

Section 8. The Church shall also indemnify any person against expenses (including attorney's fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the Church's state

nonprofit corporation law as amended from time to time or under any similar law adopted in lieu thereof.

Section 9. Any person who shall serve as the Church's Pastor/President, a director, officer, employee or agent of the Church or who shall serve at the request of the Church as a director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise, shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions as amended from time to time and in or under any similar law adopted in lieu thereof.

INSURANCE:

Section 10. The Church shall have the power to purchase and maintain insurance on behalf of any person who is or was the Church's Pastor/ President, a director, officer, employee or agent of the Church or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability.

LIABILITY OF OFFICERS AND BOARD MEMBERS:

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 Pastor/President, 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 interest 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 matter 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 pastor/president 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 perspective positions, the pastor/president, the board of directors, committees of the Board of Directors, and the individual Board members thereof may, in considering the best interest 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 Pastor/president, director or officer, or any failure to take any action shall be presumed to be in the best interest of the church. The Church's Pastor/President, 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 Pastor/President, officer or director has breached or failed to perform the duties of his office under this section or under the specified 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 Pastor/President, officer or director pursuant to any criminal

statute; or

(b) The liability of the Church's Pastor/President, 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 Pastor/President or one or more of its Board members or officers, or between the church or any other corporation in which its Pastor/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 Pastor/President or director or officer is present at 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 to transaction, or

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

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 GIFTS:

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.

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. (Luke 6: 1; I Cor. 16:1; II Cor. 9: 6-8)

ARTICLE XIV

CHURCH EMPLOYMENT:

Section 1. Loyalty: Any person considered for employment with the church must be a member in good standing of the church, and must remain a member in good standing throughout any course of employment with the church. Notwithstanding the

circumstances of any church employee's employment with the church, the resignation, suspension or removal of any church employee as a member of the church shall automatically serve to suspend or terminate such person's employment with the church, at the discretion of the church's Board of Directors. All Church employees shall be notified in writing of such policy at the time of employment.

Section 2. Terms of Employment. In addition to subscribing to the Church's requirements for membership, all employees shall sign and acknowledge a statement of the church's tenets of faith and doctrine and code of discipline. All employees shall be bound by the conditions of such statement, and a signature by an employee of the statement shall serve as an acknowledgment that any violation or transgression of any tenet or condition will subject the employee to the church disciplinary proceedings, including suspension, removal as a Church member and termination of employment. The Tenets of Faith and Doctrine, Code of Discipline, and description of Christian life and Biblical conduct, address the Church's firmly established and sincerely held belief that un-Christian conduct is inconsistent with the religious tenets of the Church, cannot be tolerated, and will serve as the basis of discipline for the membership and employment of the Church.

ARTICLE XV

BOOKS AND RECORDS:

The church shall keep correct and complete books and records of accounts 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.

ARTICLE XVI

FISCAL YEAR:

The fiscal year of The Church of God of the Union Assembly, Inc. shall be January 1 through December 31. (Revised by vote January 12, 2022)

ARTICLE XVII

DISSOLUTION:

Section 1. Upon the dissolution of the church, the Board of Directors shall, after payment of all the liabilities of the church, dispose of all of the assets of the church exclusively for the purpose of the church in such manner, or to such organization or organizations organized and operated exclusively for the purpose 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 organization 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, trustees, 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 by a corporation exempt from Federal Income Tax, under section 501(c)(3) of the Internal Revenue Code 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

CORPORATE SEAL:

The Board of Directors shall provide a corporate seal, which shall be as set forth below. The seal of the corporation shall be circular in form and shall have inscribed thereon the words:

“THE CHURCH OF GOD OF THE UNION ASSEMBLY, INC.”

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 and Governing Elders of the Church at any regular or special combined meeting of the Board of Directors and Governing Elders; provided, however, that any action of the Board taken for the purpose of altering, amending or

repealing any part of Article V of these Bylaws may be adopted only by the unanimous vote of the Board of Directors without considering the vote of the General Overseer. 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 and Governing Elders.

These Bylaws were approved by the Board of Directors of
The Church of God of the Union Assembly, Inc.

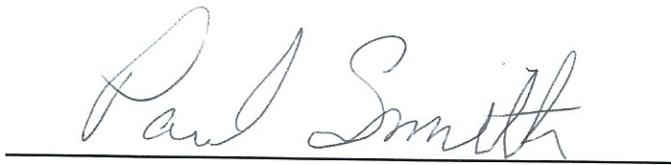
A handwritten signature in black ink, appearing to read "Rodney Kennedy", written over a horizontal line.

President/General Overseer

Attest:

A handwritten signature in blue ink, appearing to read "Shun Suh", written over a horizontal line.

General Secretary

A handwritten signature in black ink, appearing to read "Paul Smith", written over a horizontal line.

Vice President/Assistant General Overseer

The undersigned is the Board of Directors of The Church of God
of the Union Assembly, Inc. approving these Bylaws:

James L. Harris

James M. Thompson

James D. Smith

John H. Hyman

Steve Kline

C. Brent Souder

Jeff Wilson

Herbert C. Smith

Charles C. Smith

Jennie B. Smith III

Samuel K.

Charlie Bue