



# **NORTHPOINT**

CHRISTIAN TRAINING CENTER

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**CONSTITUTION AND BYLAWS**

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# Northpoint Christian Training Center

February 6, 2020

## CONSTITUTION

### PREAMBLE

#### Mission

Northpoint Christian Training Center exists to create a location for and to help facilitate the development of a spiritually dynamic community where students located in Michigan and enrolled in distance education through Northpoint Bible College of Haverhill, MA can come together to study, encourage each other, and work together as those preparing to participate in the continuing work of Jesus.

#### Vision

The Training Center seeks to make a demonstrably positive impact on the faith communities it serves by facilitating an educational experience consistent with the mission and evidenced by low graduate indebtedness, the quality and sustainability of graduates and the organizations of which they are a part, and the missional vitality of those same organizations.

#### Purpose

Northpoint Christian Training Center is committed to facilitating a genuinely cost-efficient educational experience that releases students, upon graduation, to pursue mission-minded vocations of compassion, service, and entrepreneurship unencumbered by substantial student debt.

To facilitate a robust academic experience. Northpoint Christian Training Center is committed to facilitating an educational experience with outcomes relevant to their vocation and which confers such degrees and grant such honors as are usually and customarily conferred in accredited institutions. Staff and students are expected to bring passion, skill, and enthusiasm for academic preparation and the Christian faith to every area of the experience.

To foster personal and relational health. Northpoint Christian Training Center is committed to seeing its students embody the life-giving attributes of the Gospel both personally and inter-personally. Staff and students will be encouraged and expected to continually grow in love to all people, productively work toward reconciliation in all

relationships, and communicate in the diversity of human relationships in a way that is consistent with the Gospel of Jesus Christ.

To exercise a disciplined focus on preparing people for participation in the continuing work of Jesus. Northpoint Christian Training Center is committed to creating an environment intentionally oriented toward preparing students to embody the Gospel in personal character, interpersonal relationships, and proclaimed message.

To experience the reality of being God's spiritual community. The direct activity of God, by the Holy Spirit, will be welcomed in the individual and corporate life through His experienced presence, His active calls to encouragement and repentance, and through the miraculous.

## **ARTICLE I Name**

The name of this Corporation is Northpoint Christian Training Center (herein referred to as the "Training Center"), a Michigan not-for-profit corporation.

## **ARTICLE II Prerogatives**

### **Section 2.1 Government**

The governing body of the Training Center shall be the Board of Trustees (sometimes referred to herein as the "Board," and the individual members of the Board of Trustees are sometimes referred to herein as the "Trustees"). The Board's ultimate authority is affirmed through its general and financial policymaking functions and its responsibility for the financial health and welfare of the Training Center. The Board of Trustees shall exercise ultimate institutional authority as set forth in the Training Center's Certificate of Incorporation, in these Constitution and Bylaws, and in such other policy documents it deems to be appropriate.

### **Section 2.2 Property Rights**

The Training Center shall have the right to purchase or receive by gift or bequest and to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real or personal property as may be necessary for the furtherance of its purpose, all in accordance with these Constitution and Bylaws.

## ARTICLE III Relationships

While maintaining its legal independence as to the conduct of its own affairs, the Training Center shall voluntarily maintain affiliation with Northpoint Bible College and any other like-minded organizations of similar faith and mission.

## ARTICLE IV Tenets of Faith

### Section 4.1 Statement of Fundamental Truths

The Bible is our all-sufficient rule for faith and practice. This Statement of Fundamental Truths is intended simply as a basis of fellowship among us (i.e. that we all speak the same thing, 1 Cor 1:10; Acts 2:42). The phraseology employed in this statement is not inspired or contended for, but the truth set forth is held to be essential to a full gospel ministry. No claim is made that it contains all Biblical truth, only that it covers our need as to these fundamental doctrines.

1. **The Scriptures are Inspired.** The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct (2 Tim 3:15-17; 1 Thess 2:13; 2 Pet 1:21).
2. **The One True God.** The one true God has revealed himself as the eternally self-existent “I AM,” the Creator of heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles of relationship and association as Father, Son, and Holy Spirit (Deut 6:4; Isa 43:10, 11; Matt 28:19; Luke 3:22).
3. **The Deity of the Lord Jesus Christ.** The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:
  - a. His virgin birth (Matt 1:23; Luke 1:31, 35).
  - b. His sinless life (Heb 7:26; 1 Pet 2:22).
  - c. His miracles (Acts 2:22; 10:38).
  - d. His substitutionary work on the cross (1 Cor 15:3; 2 Cor 5:21).
  - e. His bodily resurrection from the dead (Matt 28:6; Luke 24:39; 1 Cor 15:4).
  - f. His exaltation to the right hand of God (Acts 1:9,11; 2:33; Phil 2:9-11; Heb 1:3)
4. **The Fall of Man.** Man was created good and upright; for God said, “Let us make man in our image, after our likeness.” However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Gen 1:26, 27; 2:17; 3:6; Rom 5:12-19).
5. **The Salvation of Man.** Man’s only hope of redemption is through the shed blood of Jesus Christ the Son of God.

*a. Conditions to Salvation.* Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Rom 10:13-15; Eph 2:8; Titus 2:11; 3:5-7).

*b. The Evidences of Salvation.* The inward evidence of salvation is the direct witness of the Spirit (Rom 8:16). The outward evidence to all men is a life of righteousness and true holiness (Eph 4:24; Titus 2:12).

**6. The Ordinances of the Church**

*a. Baptism in Water.* The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe on Christ as Savior and Lord are to be baptized. Thus they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life (Matt 28:19; Mark 16:16; Acts 10:47, 48; Rom 6:4).

*b. Holy Communion.* The Lord's Supper, consisting of the elements—bread and the fruit of the vine—is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (2 Pet 1:4); a memorial of His suffering and death (1 Cor 11:26); and a prophecy of His second coming (1 Cor 11:26); and is enjoined on all believers “till He come!”

**7. The Baptism in the Holy Spirit.** All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Spirit and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the enduement 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; 1 Cor 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8:12-17; 10:44-46; 11:14-16; 15:7-9). With the baptism in the Holy Spirit come such experiences as an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:43; Heb 12:28), an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word, and for the lost (Mark 16:20).

**8. The Initial Physical Evidence of the Baptism in the Holy Spirit.** The baptism of believers in the Holy Spirit is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (1 Cor 12:4–10, 28), but different in purpose and use.

**9. Sanctification.** Sanctification is an act of separation from that which is evil, and of dedication unto God (Rom 12:1, 2; 1 Thess 5:23; Heb 13:12). Scriptures teach a life of “holiness without which no man shall see the Lord” (Heb 12:14). By the power of the Holy Spirit we are able to obey the command: “Be ye holy, for I am holy” (1 Pet 1:15, 16). Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit (Rom 6:1-11, 13; 8:1, 2, 13; Gal 2:20; Phil 2:12, 13; 1 Pet 1:5).

**10. The Church and Its Mission.** 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 Spirit, is an integral part of the general assembly and church of the firstborn, which are written in heaven (Eph 1:22, 23; 2:22; Heb 12:23).

11. **The Ministry.** A divinely called and scripturally ordained ministry has been provided by our Lord for the fourfold purpose of leading the Church in: (1) evangelization of the world (Mark 16:15–20), (2) worship of God (John 4:23,24), (3) building a Body of saints being perfected in the image of His Son (Eph 4:11,16), and (4) meeting human need with ministries of love and compassion (Ps 112:9; Gal 2:10; 6:10; James 1:27)
12. **Divine Healing.** Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the Atonement, and is the privilege of all believers (Isa 53:4,5; Matt 8:16,17; James 5:14–16).
13. **The Blessed Hope.** The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (1 Thess 4:16,17; Rom 8:23; Titus 2:13; 1 Cor 15:51,52).
14. **The Millennial Reign of Christ.** The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zech 14:5; Matt 24:27,30; Rev 1:7; 19:11–14; 20:1–6). This millennial reign will bring the salvation of national Israel (Ezek 37:21, 22; Zeph 3:19, 20; Rom 11:26, 27) and the establishment of universal peace (Isa 11:6–9; Ps 72:3–8; Mic 4:3, 4).
15. **The Final Judgment.** There will be a final judgment in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet, will be consigned to everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (Matt 25:46; Mark 9:43–48; Rev 19:20; 20:11–15; 21:8).
16. **The New Heavens and the New Earth.** “We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness” (2 Pet 3:13; Rev 21,22).

## **Section 4.2 Marriage, Human Sexuality, and Ethics**

### **Marriage**

The term “marriage” has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture (Gen 2:18-25) and articulated by the position papers of the Assemblies of God. We believe that God intends sexual intimacy to occur only between a man and woman who are married to each other (1 Cor 6:18; 7:2-5; Heb 13:4).

## **Human Sexuality**

God wonderfully and immutably creates each person as male or female. These two distinct, complementary sexes together reflect the image and nature of God (Gen 1:26-27). Rejection of one's biological sex is a rejection of the image of God within that person.

We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage between a man and a woman.

In the spirit of Christ, we oppose all attempts to define morality, marriage, family, human identity, and human relations in ways other than those the Bible portrays as acceptable to God. We oppose all forms of sexual immorality, including adultery, incest, homosexuality, same-sex marriage, transgenderism and transgender relations, and pornography.

## **Ethics**

In the spirit of Christ, we oppose all forms of human trafficking, racism, exploitation, slavery, violence, greed, selfishness, oppression, and any other attitude, activity, or relationship that degrades humans and denies them the dignity that they were created in the image of God to enjoy. We speak and work to provide for and protect the poor, the powerless, the child, the orphaned, the abused, the aged, the sick, and the unborn. We contend for the sanctity of all human life, from conception to natural death. (Gen 1:26-28; 2:15-25; 3:1-20; Ex 20:12; Deut 6:4-9; Josh 24:15; 1 Sam 1:26-28; Ps 51:5; 78:1-8; 127; 128; 139:13-16; Prov 1:8; 5:15-20; 6:20-22; 12:4; 13:24; 14:1; 17:6; 18:22; 22:6-15; 23:13-14; 24:3; 29:15, 17; 31:10-31; Eccl 4:9-12; 9:9; Mal 2:14-16; Matt 5:31-32; 18:2-5; 19:3-9; 13-14; Mark 10:6-12; Acts 16:31; Rom 1:18-32; 1 Cor 7:1-16; Eph 5:21-33; 6:1-4; Col 3:18-21; 1 Tim 5:8, 14; 2 Tim 1:3-5; Titus 2:3-5; Heb 13:4; 1 Pet 3:1-7)

We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life (Ps 139).

## **ARTICLE V Property**

All property of the Training Center shall be deeded to the Corporation and held in its corporate name.

## **ARTICLE VI Amendments**

This Constitution may be amended at any regular or special Board meeting of the Corporation by a two-thirds (2/3) vote of the Trustees present, in which the Board Chair or designee and President are in attendance and the proposed amendment has been communicated to all Board members prior to the regular or special Board meeting.

# **Northpoint Christian Training Center**

## **BYLAWS**

### **ARTICLE I Board of Trustees**

#### **Section 1.1 Powers of Board of Trustees**

The Corporation shall be organized on a directorship basis according to Michigan law. The business of the Corporation shall be managed by its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation, the Constitution or by these Bylaws directed or required. This authority shall include but shall not be limited to the following:

- a. The Board shall determine and review periodically the Training Center's compliance with its purposes and mission.
- b. The Board shall elect the Officers of the Corporation and set their compensations and other appropriate conditions of employment. The Officers shall serve at the pleasure of the Board, and the Board shall support the Officers and regularly assess their performance.
- c. The Board shall ensure that sound institutional planning occurs. Such plans shall include establishing specific goals for the Training Center and concrete ways in which such goals can be reached.
- d. The Board shall be the custodian of all the Training Center's property.
- e. The Board shall approve an annual budget and regularly monitor the financial condition of the Training Center.

f. The Board shall have the power to borrow such sums as may be needed from time to time.

### **Section 1.2 Number and Qualification of Board**

The number of Board Trustees serving shall initially be seven (7) members. The members shall consist of the President of this Corporation, a Grand Rapids First Assembly of God Board member (current or prior member), a Grand Rapids First Assembly of God Pastoral Staff Representative, a Grand Rapids First Assembly of God at-large member, an Assemblies of God or Other Denomination Lead Pastor or other ministry leader, an Assemblies of God National, District, or Sectional Leader (current or prior), and an at-large member.

The number of Trustees may be increased by the affirmative action of two-thirds (2/3) of the Board of Trustees from time to time. In order to qualify for election as a Trustee, such individual must: (1) be at least 25 years of age, (2) have demonstrated an interest in and concern for the Corporation's objectives, (3) affirm his/her agreement with the General Purpose, Mission, Vision, and Statement of Faith contained in these Constitution and Bylaws, and (4) give evidence of good Christian character and of his/her personal faith in Jesus Christ, to the satisfaction and complete discretion of the Board of Trustees. The Trustees (except for the President) shall be elected at the annual meeting of the Board of Trustees by a majority vote of the Board and may be elected at any special meeting of the Board called for the purpose of electing Trustees. A Trustee need not be a citizen of the United States or a resident of the State of Michigan. No employee of the Corporation shall serve on the Board other than designated in these Bylaws.

In the event Grand Rapids First Assembly of God is unable to fill one or more of its Board positions within 90 days of having received written notice, the position shall be filled in the same way as an "at-large member". If Grand Rapids First Assembly of God provides a nominee deemed unqualified by the Board of Trustees, Grand Rapids First Assembly of God shall have 30 days to provide a qualified replacement nominee.

### **Section 1.3 Terms of Service**

Trustees shall each be elected to a three (3) year term. All Board members thereafter shall be eligible for re-election on a yearly basis and must be elected by a two-thirds (2/3) majority of the Board of Trustees.

### **Section 1.4 Resignation**

Any Trustee may resign at any time. Such resignation shall take effect upon the receipt thereof by the Corporation, or such subsequent times as set forth in the notice of resignation.

The Board shall elect a successor to fill the remaining term of a resigned Trustee by a two-thirds (2/3) affirmative vote of the remaining Trustees.

### **Section 1.5 Termination**

The Board of Trustees, by affirmative vote of two-thirds (2/3) of the disinterested Trustees, may suspend or expel a Trustee for cause.

### **Section 1.6 Board Chair**

The Board Chair shall be a Board member recommended by the Board of Trustees of Grand Rapids First Assembly of God and be approved by a majority vote of all members of this Corporation. If Grand Rapids First Assembly of God is unable to recommend the position of Board Chair, anyone on the Board of Trustees, other than the President, may be elected by the Board of Trustees to serve as Board Chair until such a time as Grand Rapids First Assembly of God recommends a qualified candidate. The President of the Corporation may not serve as a Board Chair. If the Board Chair is vacant at any time, a temporary Board Chair may be selected by a majority vote of the Board to serve until such a time as a replacement name has been recommended by Grand Rapids First Assembly of God and approved by the Board of Trustees.

In addition to serving as a member of the Board of Trustees, the Board Chair shall be responsible for the management, the development, and the effective performance of the Board of Trustees, and provide leadership to the Board for all aspects of the Board's work. The Board Chair shall:

- a. Act in an advisory capacity to the President and to other officers in all matters concerning the interests and management of the Corporation and play a role in the Corporation's external relationships.
- b. In cooperation with the President, plan and organize all of the activities of the Board of Trustees including the preparation for, and the conduct of, Board meetings, the information of Board committees and the integration of their activity with the work of the Board, and the evaluation of the Board's effectiveness and implementation of improvements.
- c. Chair annual and special meetings of the Board of Trustees.
- d. Meet and function as the spokesperson with various groups, governments, media, and educational associations.
- e. Work closely with the President to ensure the performance and success of the Training Center.

### **Section 1.7 Regular Meetings of the Board**

Meetings of the Board may be held at the time and place designated by the Board Chair either within or without the State of Michigan. Proper notice will be provided in a timely manner to all the Board Trustees. The Board shall have a minimum of two meetings each calendar year.

### **Section 1.8 Special Meetings**

Special meetings of the Board of Trustees may be called by, or at the request of, the Board Chair, the President, or by any two (2) Trustees with written notice to each Trustee either personally, by mail, or by facsimile. The person or persons authorized to call such special meeting of the Board may fix any place for holding any special meeting of the Board.

### **Section 1.9 Quorum**

A quorum of the Board of Trustees shall consist of a minimum of five (5) Trustees, which shall include the Board Chair or his/her designee provided. If less than a majority of the Trustees are present at a meeting, a majority of the Trustees present may adjourn the meeting, from time to time, without further notice. The act of a majority of the Trustees present at a meeting, at which a quorum is present, shall be the act of the Board of Trustees, except for otherwise provided by law or by the Articles of Incorporation or the Constitution or by these Bylaws.

### **Section 1.10 Notice**

Any Trustee may waive notice of any meeting. The attendance of any Trustee at any meeting shall constitute a waiver of notice of such meeting, except for a Trustee who attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

### **Section 1.11 Action without Meeting**

Unless otherwise restricted by the Articles of Incorporation, Constitution, or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if, before or after the action, a written consent thereto is signed by all members of the Board and such written consent is filed with the Minutes or

proceedings of the Board. Such consent shall have the same effect as a vote of the Board for all purposes.

### **Section 1.12 Meeting by Telephone or Similar Equipment**

The Board of Trustees may participate in a meeting of such Board or committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

## **ARTICLE II Officers**

### **Section 2.1 Positions**

The officers of the Corporation shall be President, Vice Presidents (the number thereof to be determined by the Board of Trustees), a Secretary, and a Treasurer.

### **Section 2.2 Appointment of Officers**

Immediately following each annual meeting of the Board of Trustees, the Board of Trustees shall meet and appoint the officers of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of the President and the Secretary. Any officer may be removed by the Board of Trustees for cause or without cause. Any officer may resign his/her office at any time, and such resignation shall take effect upon receipt of written notice thereof by the Corporation, unless otherwise specified in the resignation. If any office becomes vacant for any reason, the vacancy shall be filled by the Board.

### **Section 2.3 President**

The President of the Corporation shall also serve concurrently as the President of the Training Center and as a member of the Board of Trustees. The President shall serve for such terms and have such authority and responsibilities as the Board of Trustees shall determine. The President shall:

- a. be the chief executive officer of the Corporation and the Training Center and as such shall be primarily responsible for the implementation of policies for the Corporation. The President shall be responsible for the general management and direction of the business and operations of the Corporation, the Training Center, and any of its divisions. The President shall be a signator of the Corporation in accordance with the current policies of the organization.

- b. be responsible for the hiring and firing of all personnel.
- c. have executive level knowledge and experience in higher education or equivalent professional experience.
- d. supervise all the business affairs of the Training Center.
- e. be responsible for the presentation of the annual budget to the Board, along with the periodic review of the budget.

#### **Section 2.4 Treasurer**

The Treasurer shall be appointed by the Board of Trustees from time to time. The Treasurer shall be the custodian of the funds of the Training Center and shall be responsible for receiving and disbursing the same under the direction of the President and the Board. The Treasurer shall ensure all funds are deposited in an appropriate depository in the Training Center's name. The Treasurer shall keep a true and accurate record of all funds received and disbursed. He or she shall make reports as may be requested by the President or the Board. The books shall be independently audited annually. Any department or committee treasurer shall be accountable to the Treasurer, who may request a report from such department or committee. All funds expended or received by any department shall be considered property of this Training Center and shall be subject to the oversight of the Treasurer. No indebtedness may be incurred by the Treasurer or any department without prior approval of the Board of Trustees.

#### **Section 2.5 Secretary**

The Secretary shall be appointed by the Board of Trustees from time to time. The Secretary shall keep the minutes of all meetings of the Board of Trustees. They shall keep a record of the minutes at the direction of the Board of Trustees and perform any duties and other clerical work to properly discharge the duties assigned to him or her by the Board of Trustees. The Secretary shall be the custodian of all legal documents of the Training Center.

#### **Section 2.6 Vacancies**

Any vacancy occurring in Officer position, other than the President, shall be filled by the Board at a regular or special or annual meeting of the Board where a quorum of the Board is present. A vacancy is filled by the affirmative vote of two-thirds (2/3) of the Board of Trustees. The Board of Trustees shall adopt a policy for selecting, nominating, and electing the President.

### **ARTICLE III Indemnification of Trustees and Officers**

**Claims by Third Parties.** This Corporation shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a Trustee or Officer (the "Indemnitee") who was or is a party or who is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of this Corporation, by reason of the fact that he or she is or was a Trustee, Officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a Trustee, Officer, employee, or agent of another corporation or enterprise against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this Corporation and with respect to a criminal action or proceeding, if the Indemnitee had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of this Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**Claims Brought by or in the Right of the Training Center.** This Corporation shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a Trustee or Officer (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, Officer, employee or agent of the Corporation, or is or was serving at the request of this Corporation as a Trustee, Officer, or agent of another corporation or enterprise against expenses (including actual and reasonable attorneys' fees), and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the Indemnitee has been found liable to this Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expense which the court considered proper.

**Majority vote of the Official Board Approval of Indemnification.** An indemnification under this Section, unless ordered by a court, shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard or conduct set forth in this Section. This determination shall be made by a majority vote of a quorum of the Board of Trustees consisting of Trustees who were not parties to the action, suit or proceeding. Upon written request by the Indemnitee for indemnification, this Corporation shall, at its expense, take all actions necessary to make the determination as expeditiously as possible but not later than ninety (90) days after such request. The Indemnitee shall have the right to petition a court of appropriate jurisdiction: (i) to make the determination if this Corporation fails to do so within the time allotted; or (ii) to review the determination if the determination denies indemnification in whole or in part.

## **Article IV Interested Officers and Trustees**

### **Section 4.1 Transactions**

No contract or transaction between the Corporation and one or more of its Trustees or Officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Trustees or Officers are directors or Officers or have financial interest shall be void or voidable solely for this reason or solely because the Trustee or Officer is present at, or participates in, the meeting of the Board of Trustees or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose if:

- a. The material facts, as to his/her relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Trustees or the committee and the Board or committee, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of disinterested Trustees or committee members even though the disinterested Trustees be left without a quorum; or
- b. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Trustees, a committee thereof or the members.

## **Article V Committees**

The Board of Trustees shall provide for the establishment of and the appointment to committees as the needs of the Corporation may require. Every Committee shall be under the general supervision of the Board Chair or their designee.

## **ARTICLE VI Corporate Property**

### **Section 6.1 Use of Property**

Property use will not be permitted to persons or groups holding, advancing, or advocating beliefs or practices that conflict with this Training Center's Tenets of Faith set forth in the Constitution. Nor may the property be used for activities that contradict, or are deemed inconsistent with, this Training Center's faith or moral teachings. The President (or designee) shall be the final decision-maker concerning all uses of the Corporation property.

This restricted property use policy is necessary for two important reasons. First, this Training Center may not in good conscience materially cooperate in activities or beliefs that are contrary to its faith. Allowing its property to be used for purposes that contradict the Training Center's beliefs would be material cooperation with that activity, and would be a grave violation of this Training Center's faith and religious practice (2 Cor 6:14; 1 Thess 5:22).

Second, it is very important that this Training Center presents a consistent message to the community, and that the Training Center staff and faculty conscientiously maintain that message as part of their witness to the Gospel of Jesus Christ. Allowing the Corporation property to be used by groups or persons who express beliefs or engage in practices contrary to the Training Center's faith would have a severe, negative impact on the message that this Training Center strives to promote. It could also cause confusion and offense to staff, faculty, and the community because they may reasonably perceive that by allowing use of this Corporation's property, this Training Center agrees with the beliefs or practices of the persons or groups using its property.

Therefore, in no event shall persons or groups who hold, advance, or advocate beliefs, or advance, advocate, or engage in practices that contradict this Training's Tenets of Faith use any Corporation property. Nor may Training Center property be used in any way that contradicts the Training Center's faith.

## **ARTICLE VII DISSOLUTION**

Dissolution of the Corporation shall be authorized if the Board adopts a resolution to dissolve by a three-fourths (3/4) majority vote of all Trustees. Upon the dissolution of the Corporation, the Board shall, after paying all Corporation liabilities, dispose of all Corporation assets. The resulting cash balance shall first be paid out in the amount of at least \$500,000 to Grand Rapids First Assembly of God, if the church is still in existence. Any remaining balance shall be distributed to a like-minded organization.

## **ARTICLE VIII AMENDMENTS**

These Bylaws may be amended at any regular or special Board of Trustee meeting by a two-thirds (2/3) vote of the Trustees present, in which the Board Chair or designee and President are in attendance and the proposed amendment has been announced 30 days prior to the Board meeting.