

By-Laws Of New Life Christian Ministries, Inc.

By-laws were ratified and approved by the Board of Elders on May 14, 2001.

By-laws amended by the Board of Elders on February 5, 2002 (Section XV 2.a added).

By-laws amended by the Board of Elders on January 14, 2004 (Article 1, Name and Principle Office).

By-laws amended by the Board of Elders on October 13, 2004 (Article V, Section 2, Annual Meeting).

By-Laws Amended by the Board of Elders on July 20, 2005 (Article I. Corporate Address Added).

By-Laws Amended by the Board of Elders on December 13, 2006 (Article I. Mailing Address Changed).

Article I

Name, Corporate Address and Principal Office

The name of the Corporation is NEW LIFE CHRISTIAN MINISTRIES, Inc. This Corporation, which is a church, will be further referred to in the Bylaws as "NLCM" and as "the church." The church's Corporate address is 127 Knoch Rd., Saxonburg, Clinton Township, Butler County, Pennsylvania 16056. The church maintains its principal office at 102 Bay Street, Butler, Penn Township, Butler County, Pennsylvania 16002. The mailing address of the Corporation is c/o I-21 Forest Heights, Butler, PA 16001. The Elders Council (Directors) of NLCM shall have full power and authority to change the corporate address, principal office and mailing address from one location to another. Any change of the location or mailing address shall be recorded by the Secretary on these bylaws opposite this section, or this section may be amended by a joint meeting of the Board of Elders and the Elders Council (Directors) to state the new location.

Article II

Mission and Purpose

Section 1. Mission

The mission of NLCM is:

Sharing the new life of Jesus Christ with the world—one person at a time.

Section 2. Purpose

The purpose of NLCM is to worship the one true God: Father, Son (Jesus Christ) and Holy Spirit; to share the new life of Jesus Christ with others through our words and lives, gladly and generously; to equip disciples to worship, share, and serve, always relying on the Holy Spirit to guide, gift and empower us; and to serve in the fellowship, community, region, nation and world with an urgent understanding that lost people matter to God. NLCM shall maintain regular worship services on Sundays and such other times as the Elders Council (Directors) determine from time to time. In addition to regular services of worship, NLCM shall fulfill its purpose in small group settings, consulting relationships, through conferences and retreats and in such other manners as are deemed appropriate by the Elders Council (Directors). The ultimate purpose of NLCM is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

The Corporation is not organized, nor shall it operate, for pecuniary gain or profit, and shall not engage in the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits and net income of the Corporation is irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of the Corporation shall ever inure to the benefit of any profit shareholder or individual.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision of payment of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated for charitable, educational, ecclesiastical, religious, or sacerdotal purposes and that has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Article III

Statement of Faith

1. We believe in one, eternal God, who is manifest in three persons; Father, Son (Jesus Christ) and Holy Spirit.
2. We believe in God the Father, who created the universe and all it contains. God has revealed Himself to humanity from the beginning, and has demonstrated both an active love for humanity and holiness in His person, which requires our love and obedience.
3. We believe in Jesus Christ, the Son of God, who is fully human and fully God. He was born of the Virgin Mary, lived without sin, and was willingly executed on the cross to pay the penalty for our sins. His bodily resurrection from the dead gained victory over sin and death, promising the gift of new life for each one who receives it in faith. Each person who accepts Jesus Christ as Lord and Savior receives this new life, which is evidenced by a transformed way of living here and now, and eternity with God when this life ends. Jesus is the only way to salvation. Those who don't receive that gift during this life shall remain eternally separate from those who have. Jesus shall return to earth one day, as He promised, to judge the world and to claim His own.
4. We believe in the Holy Spirit, the Comforter, who empowers and sustains every believer. The Holy Spirit gives specific gifts to believers for the sole purpose of glorifying God and building up the church and the Kingdom of God. We believe that the Holy Spirit is active in the church today, and that all spiritual gifts manifest in the New Testament church are available to the church today.
5. We believe the Bible is "inspired by God and is useful to teach us what is true and to make us realize what is wrong in our lives. It straightens us out and teaches us to do what is right. It is God's way of preparing us in every way, fully equipped for every good thing God wants us to do." (2 Timothy 3:16-17 NLT).
6. We believe that human beings are born in a state of sin, as a result of the fall of the first humans: Adam and Eve. In order to fulfill the plans and purposes of God for our lives, we must rely on the grace of God made available through Jesus Christ, to restore us to a relationship with God.
7. We believe that the ministry of the church is to love God and neighbor and to make disciples of all people everywhere in Jesus' name. This ministry is the responsibility of all people who have confessed Jesus Christ as Savior and have submitted to His leadership (Lordship) in their lives. While people of good character have interpreted the Bible differently on this matter, both men and women shall be included in carrying out ministry based solely on their submission to Jesus Christ and their gifting for ministry by the Holy Spirit.
8. We celebrate two sacraments: The Lord's Supper and Baptism. The manner in which the Lord's Supper is to be celebrated and the frequency of celebration are matters for decision by individual Christian congregations. The key matter is that Jesus told us to celebrate the Supper in remembrance of Him and that as we do we proclaim his death until He returns. The sacrament of baptism shall be reserved for those who have made a profession of faith in Jesus Christ. Children of believing parents may be dedicated to God at a service recognizing such. Those coming from other Christian fellowships where infant baptism is practiced may determine whether to be baptized upon their proclamation of faith in Jesus Christ as Lord and Savior. The manner of baptism shall ordinarily be by immersion.

Article IV

Membership

Section 1. Members

Any person who participates in the membership class(es), subscribes to the Statement of Faith, and affirms the New Life Christian Ministries Membership Covenant may become a member of the congregation of New Life Christian Ministries, Inc. Said members shall constitute the congregation of New Life Christian Ministries, Inc.

Section 2.

A member of New Life Christian Ministries, Inc. shall be asked to reaffirm his or her commitment of membership annually by signing a covenant of continuing membership. A member may voluntarily withdraw membership at any time, or may be removed from membership as provided in Section 3 of this Article.

Section 3.

A member of the church may be removed for good cause at any time by a majority vote of a regular or special called meeting of the Board of Elders, provided that he or she be given notice of the intention of the Board of Elders to consider removal, and an opportunity to be heard, if such an opportunity is desired.

Section 4.

The members of the congregation of New Life Christian Ministries, Inc., as such, shall not be entitled to vote at meetings of the voting members (Board of Elders).

To become a voting member (a member of the Board of Elders), qualified to elect the Board of Directors (hereinafter Elders Council) at each meeting where such an election is duly held, such members shall have subscribed to the Statement of Faith and have been approved unanimously by the Board of Elders. The Board of Elders of the Corporation shall consist of the persons, as of the adoption of the By-laws, designated as the Board of Elders in the corporate minutes of the Corporation. The right of a member to vote, and all rights, title, and interest in or to the Corporation, shall cease on the termination of membership. No member shall be entitled to share in the distribution of the Corporation assets upon the dissolution of the Corporation. Members shall not receive any stated salary for their services as such, but, by resolution of the Elders Council, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting.

Article V

Board of Elders

Section 1. Function of the Board of Elders

The Board of Elders exists to facilitate the worship of God, to develop house groups (including ministry teams), to spread the Good News of Jesus Christ to the world, and to nurture, train and equip God's people. They also serve the administrative function to elect members of the Elders Council, to approve the salaries of staff members as proposed by the Elders Council, and to make necessary amendments to the by-laws.

Section 2. Annual Meeting

The annual meeting of the Board of Elders (voting members) of the church, shall be held during December of each year at such time and place as the Directors may determine. At such meeting, the Board of Elders shall elect the Elders Council for the ensuing year.

Section 3. Special Meetings

Special meetings of the Board of Elders members may be called and held at any time and place by the President and shall be so called upon the written request of not less than fifty percent (50%) of the Board of Elders, stating the time, place and purpose of the meeting.

Section 4. Notice of Meetings

Notice of annual and special meetings, together with a statement of the purposes thereof, shall be sent to all members eligible to vote, to their residence at least three (3) days prior thereto. Notice may be made by post, e-mail, fax, telephone, or any other method agreed upon by the Board of Elders.

Section 5. Voting

Voting at every such meeting, each such voting member shall be entitled to cast (1) vote.

Section 6. Voting by Mail, E-Mail, or Proxy

Voting by mail, e-mail, or proxy may be permitted by the Board of Elders provided a ballot setting forth the exact proposals is mailed to all members eligible to vote. E-mail votes may be made through a password protected system to be developed by the Elders Council.

Section 7. Quorum

A majority of Board of Elders members present, including the Senior Pastor, at any meeting shall constitute a quorum. Initially the quorum for the Board of Elders would be at least seven members, including the Senior Pastor.

Article VI**Directors (Elders Council)****Section 1. Function**

The Elders Council, which is a team of five members within the Board of Elders, exists to discern God's vision for the church, to share it with the Board of Elders and Members of New Life Christian Ministries and to manage the affairs of the Corporation. The Elders Council, who serve as the Directors of the Corporation, may exercise all such powers of the Corporation and perform all such lawful acts except those actions named by Statute or by the Articles of Incorporation or by these By-laws directed or required to be exercised or performed by the Board of Elders.

Section 2. Number of Directors

The number of Directors (hereinafter called Elders Council members) who shall comprise the Board of the Corporation (hereinafter Elders Council) shall be five (5). Elders Council members need not be residents of the Commonwealth of Pennsylvania, nor members of the Corporation. The Elders Council members, other than the first Elders Council, and except as provided in any article of these By-laws, shall be elected at the annual meeting of the Board of Elders. Except where otherwise provided in these By-laws, each Elders Council member elected shall serve until the succeeding annual meeting and until the successors shall have been elected and qualified. The Elders Council shall be authorized to increase their number by unanimous consent of the Board of Elders.

Section 3. Quorum and Vacancies

A majority of the Elders Council members present, including the Senior Pastor, at any meeting shall constitute a quorum. Initially the quorum for the Elders Council will be at least three members, including the Senior Pastor.

Any vacancy occurring in the Elders Council may be filled by the affirmative vote of the remaining Elders Council members, but not less than a quorum of the Elders Council. The only exception to this shall be in the event that less than the required numbers of Elders Council members required to establish a quorum remain. In such an event the vacancies would be filled by the affirmative vote of a majority of the members of the Board of Elders. An Elders Council member elected to fill a vacancy shall be elected for the unexpired portion of the term of the predecessor in office.

Any office of an Elders Council member to be filled by reason of an increase in the number of Elders Council members shall be filled by election at an annual meeting or at a special meeting of the Board of Elders called for that purpose. An Elders Council member elected to fill a newly created Elder Council membership shall serve until the next succeeding annual meeting of voting members and until the successor shall have been elected or qualified.

Section 4.

The Elders Council may keep the books of the Corporation, except such as required by law to be kept within the Commonwealth of Pennsylvania or outside of the Commonwealth of Pennsylvania at such place or places as they may from time to time determine.

Article VII

Meetings of Elders Council

Section 1.

Meetings of the Elders Council, regular or special, may be held either within or without the Commonwealth of Pennsylvania.

Section 2.

The first meeting of each newly elected Elders Council shall be held at such time and place as shall be fixed by the vote of the Board of Elders at the annual meeting, and no notice of such meeting shall be necessary to the newly elected Elders Council members in order to legally constitute the meeting, provided a quorum is present or it may convene at such a time and place as may be fixed by the consent in writing of all the Elders Council members.

Section 3.

Regular meetings of the Elders Council may be held upon such notice, or without notice, at such time and such place as shall from time to time be determined by the Elders Council.

Section 4.

Special meetings of the Elders Council may be called by the President on three (3) days' notice to each Elders Council member, either personally, or by mail or by e-mail; special meetings shall be called by the Secretary in like manner and on like notice on the written request of three (3) Elders Council members.

Section 5.

Attendance of an Elders Council member at any meeting shall constitute a waiver of notice of such meeting, except where an Elders Council member attends 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 Elders Council need be specified in the notice or waiver of notice of such meeting.

Section 6.

A majority of the Elders Council members shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. At the time of the adoption of these by-laws a quorum would be three (3) members of the Elders Council.

Section 7.

Any action required or permitted to be taken at a meeting of the Elders Council members may be taken without a meeting if consent in writing, setting forth the actions taken, shall be signed by all of the Elders Council members entitled to vote with respect to the subject matter thereof.

Article VIII

Officers

Section 1.

The officers of the Corporation shall be chosen by the Elders Council and shall be a President, a Vice-President, a Secretary and Treasurer. The Elders Council may combine any offices except that of President and Treasurer. The Elders Council may also appoint one or more Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers.

Section 2.

The Elders Council, at its first meeting after its annual meeting of voting members, shall choose a President and shall choose a Vice-President, Secretary and a Treasurer. Officers may or may not be members of the Elders Council.

Section 3.

The Elders Council may appoint such other assistant officers and agents as it shall be deemed necessary. They shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Elders Council.

Section 4.

The salaries of all officers, employees and other members of the Corporation shall be fixed by the Elders Council, and approved by the Board of Elders.

Section 5.

The officers of the Corporation shall hold office until their successors are chosen and qualified. Any assistant officer elected or appointed by the Elders Council may be removed at any time, with or without cause, by the affirmative vote of the majority of the Elders Council. Except where otherwise provided by these By-laws, any vacancy occurring in any office of the Corporation shall be filled by the Elders Council.

Article IX

Qualifications, Tenure and Duties of Officers

Section 1. President

The office of President of the Corporation shall be held by the Senior Pastor of NLCM, Incorporated. The Senior Pastor of NLCM must be an ordained minister* with not less than five years experience in the ministry, shall not be less than twenty-one years of age, and shall be elected by a three-fourths (3/4) vote of the Board of Elders cast at an annual or special called meeting. The President may be removed from office only by reason of gross moral misconduct, the same being proven at a regular or special called meeting of the Board of Elders and by action of a vote in which not less than three-fourths (3/4) of the members of the entire voting membership cast their vote in favor of removal.

The President of the Corporation shall have general supervision, direction, and management over all undertakings and operations of the Corporation, to which the president shall devote full time and efforts and for which a stipulated remuneration may be paid. The president shall act as chairman of the Elders Council and Board of Elders meetings, and shall also perform such duties as may be required by the Elders Council, and shall report activities at all Elders Council meetings. The president shall execute bonds, mortgages and other contracts requiring a seal under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Elders Council to some other officer or agent of the Corporation.

*The only exception to the President of the Corporation being an ordained minister is in the case of one who was previously ordained in another Christian fellowship or denomination, but who lost that ordination by taking a stand for the Lordship of Jesus Christ and the authority of the Bible. Such person shall be ordained by the congregation or other ordaining body at the earliest possible date after becoming the President of the Corporation.

Section 2. Vice-President

The Vice-President shall not be less than twenty-one years of age, and shall be elected by two-thirds vote of the Elders Council members cast at a regular Elders Council meeting, for a term of one (1) year. The Vice-President shall perform all such duties as the President shall require, and in the event of the death or incapacitating illness of the President, the Vice-President shall assume all powers of the office of President, subject to the restrictions in section 1 above, until such time as a new Senior Pastor is duly elected by the Board of Elders according to the provisions of these By-laws. In the event the Vice-President does not survive the President until a new President can be duly elected by the Board of Elders, the Board of Elders shall assume all powers of the office of President jointly until such time as a new President is duly elected by the Board of Elders.

Section 3. Secretary

The Secretary shall not be less than twenty-one years of age and shall be elected by a two-thirds vote of the Elders Council for a term of one (1) year. The Secretary shall attend all meetings of the Elders Council and all meetings of the Board of Elders; shall record all the proceedings of the meetings of the Corporation and of the Elders Council in a book (or computer storage device) to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Elders, Elders Council and International Missions Team, and shall perform such other duties as may be prescribed by the Elders Council or the President under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary or an Assistant Secretary shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Elders Council may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing of the Secretary's signature.

Section 4. Treasurer

The Treasurer shall not be less than twenty-one years of age and shall be elected by a two-thirds vote of the Elders Council for a term of one (1) year. The Treasurer shall have the custody of the Corporation funds and securities, shall keep full and accurate accounts of receipts, disbursements in books (or computer programs) belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may, from time to time, be designated by the Elders Council.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Elders Council, taking proper vouchers for such disbursements, and shall render to the President and the Elders Council at its regular meetings, or when the Elders Council so requires, an account of all the Treasurer's actions as Treasurer and of the financial condition of the Corporation.

If required by the Elders Council, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Elders Council for the faithful performance of the duties of the Treasurer's office and in the event of the Treasurer's death, resignation, retirement or removal from office, for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

The Treasurer of the Corporation shall retain and keep up to date such books and records as shall fully and truly reflect the financial status of the Corporation's business at all times, and the same shall be subject to the inspection at any time by the president or by such auditors as designated by the Elders Council. The books shall be balanced at the end of each year; the Treasurer shall furnish such written reports and records of the activities of the office as may be required by the Elders Council. The Treasurer may employ such assistants, subject to the approval of the Elders Council, as may be necessary to perform these assigned duties.

Section 5. Tenure of Officers:

All officers, with the exception of the President who shall serve until death, resignation or is removed from office in accordance with other provisions of these By-laws, shall be subject to annual review by the Board of Elders. Other officers of NLCM may be removed from office for reasons of gross moral misconduct in the same manner as prescribed for the President.

Article X

Indemnification of, and Advancement of Expenses to Officers and Others

Section 1. Right to Indemnification

Except as prohibited by any law, every Officer and Member of the Corporation shall be entitled as a right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been an officer of the Corporation or of a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as an officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, (any such claim, action, suit or proceeding hereinafter being referred to as an "Action"). Persons who are not Officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent that the Board of Elders or Elders Council at any time designates any of such persons as entitled to the benefits of this section. As used in this Article, "Indemnitee" shall include each Officer of the Corporation and each other person designated by the Board of Elders or Elders Council as entitled to the benefits of this Article, "expenses" shall include fees and expenses of counsel selected by an indemnitee and "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement.

Section 2. Right to Advancement of Expenses

Every indemnitee shall be entitled as of right to have his or her expense in defending any Action paid in advance by the Corporation prior to final disposition of such Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 3. Right of Indemnitee to Initiate Action

If a written claim under either Section 1 or Section 2 of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an indemnitee action (an "Indemnitee Action") to recover the unpaid amount of the claim and if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnitee Action. The only defenses to an Indemnitee Action to recover a claim for indemnification under Section 1 shall be that the indemnitee's conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defenses shall be on the Corporation. Neither the failure of the Corporation (including its Officers, independent legal counsel and its Board of Elders or Elders Council) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Officers, independent legal counsel or its Board of Elders or Elders Council) that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law, shall be a defense to such Indemnitee Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnitee Action to recover a claim for advancement of expenses under Section 2 shall be the indemnitee's failure to provide the undertaking required by Section 2.

Section 4. Insurance and Funding

The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article.

Section 5. Non-Exclusivity; Nature and Extent of Rights

The indemnification provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of the Board of Elders or Elders Council, or otherwise, both as to action in his official capacity, and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs and personal representative of such a person.

Section 6. Partial Indemnity

If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or a liability paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnity Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

Article XI

Other Ministry Pursuits

New Life Christian Ministries, Incorporated, hereby makes provision to become involved in various missionary activities overseas, in consulting with other churches, and such other ministries as may help individual Christians and groups of Christians to more effectively glorify God by fulfilling the Great Commandment and the Great Commission. When the activities of the Corporation in a particular country or nation make it desirable, the Elders Council may create an International Mission Team, or a Consulting Service or other such vehicle as will allow for greater effectiveness in fulfilling the purpose of New Life Christian Ministries. Any such board or service will be subject to the review of the Elders Council, and will have the responsibility of insuring that its activities reflect the principles, nature, mission and purpose of New Life Christian Ministries, Incorporated.

Article XII

Contracts

The Elders Council, except as in these By-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Elders Council, no officers, agents or employees shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

Article XIII

Prohibition against Sharing in Corporate Earnings

No Elders Board Member, Elders Council Member, officer, employee, or team member or person connected with the Corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation, for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Elders Council. No such person or persons shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Elders Council shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Elders Council may determine or as may be determined by a court of competent jurisdiction upon application of the Elders Council, exclusively to for charitable, educational, ecclesiastical, religious, or sacerdotal purposes which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XIV

Exempt Activities

Section 1

NLCM shall operate exclusively for religious, charitable, or educational purposes, and solely for the purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations and in the course of which operation: no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons except that the Corporation 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 herein; and notwithstanding any other provision of these by-laws, no Elder Board Member, Elders Council Member, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XV

Ecclesiastical Government

Section 1.

The ecclesiastical and sacerdotal control and function of the Corporation shall be governed under the dictates of the Elders Council. It shall be the responsibility of the Elders Council to prepare guidelines with respect to the worship services of the Corporation, teaching the Gospel, providing pastoral care, and exercising ministry in the greater community and world.

Section 2.

The Elders Council may appoint elders and deacons to administer said guidelines prepared by the Elders Council and to see that the ecclesiastical and sacerdotal functions of NLCM, Incorporated are properly and faithfully carried forth. The duties of the elders and deacons shall be as set forth from time to time by the Elders Council and said elders and deacons shall be nominated and elected on an annual basis to coincide with the annual election of the Elders Council, Board of Elders and officers.

Section 2.a. (This section was added to the by-laws by vote of the elders on February 5, 2002)

Elders shall be ordained for life, based on their continued good standing as covenanting disciples (members) of NLCM. Deacons shall be commissioned to their task rather than ordained, and shall retain the office of deacon as long as they continue in good standing as covenanting disciples (members) of NLCM. Elders and Deacons not currently serving on the Board of Elders or Deacons may continue to carry out any ministry pertaining to their office.

Section 3.

The Elders Council, Board of Elders, Elders and Deacons shall establish regular places of worship.

Section 4.

The Elders Council, Board of Elders, Elders and Deacons shall also establish such vehicles for Christian instruction and discipleship for the children, young people and adults of NLCM, Incorporated, as will ensure the faithful transmission of Christian Doctrine to them throughout their lives, along with guidelines for their implementation.

Article XVI

Licensing and Ordination of Ministers

Section 1.

The church makes provision to establish a prescribed Bible Training Program and/or cooperate with an established Bible Training School so that individuals desiring licensing and ordination as ministers of the church, shall successfully complete all criteria and courses of study offered or recommended by the church. It shall be understood that any and all ministers who lead and administer worship in the church shall be graduates, or recognized as the equivalent thereof by the Elders Council in good standing from said Corporation, or other recognized Bible Training School, or have received proper preparation or its equivalent.

Section 2.

Upon successful graduation from such prescribed course or having equivalent preparation, any individual wishing to apply to this Corporation as a minister shall apply to the Elders Council. Upon approval, said individual shall then be an approved minister of NLCM, Incorporated. The Elders Council shall establish various offices of ministers who shall minister according to the following guidelines:

- A. Ordained Gospel Ministers
- B. Licensed Gospel Ministers
- C. Commissioned Gospel Ministers
- D. Ordained Elders

The licensing and/or ordination of ministers with the church, shall be subject to review annually by the Elders Council.

Article XVII.

Notice

Section 1.

Any notice to Board of Elders Members, Elders Council or Officers of the Corporation shall be in writing and shall be delivered personally, mailed to their respective addresses appearing in the records of the Corporation, or sent by electronic mail. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid, or when sent via electronic means.

Section 2.

Whenever any notice is required to be given under the provisions of the Statutes or under the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVIII.

Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Elders Council, and shall be on a calendar year basis, beginning January 1st and ending December 31st of each year.

Article XIX

Corporate Seal

The corporate seal, if used, shall be in such form as may be prescribed by the Elders Council. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Article XX

Amendments

These By-laws may only be amended or repealed at a meeting of the Board of Elders of the Corporation duly called for the specific purpose of amending or repealing the same.

CERTIFICATE OF SECRETARY

I, Pat Fecich, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of New Life Christian Ministries, Incorporated, a non-profit Corporation organized and existing under the laws of the Commonwealth of Pennsylvania and that the meeting of the Board of Elders thereof, convened and held in accordance with the By-Laws of said Corporation and the Laws of the Commonwealth of Pennsylvania, on the 30th day of April, 2001, and entered into the minutes of such meeting and into the Corporation's corporate records and that such By-laws are now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as secretary of the Corporation and have caused the corporate seal of said Corporation to be affixed hereunto this _____ day of _____, 2001.

Date_____

Secretary