

CONSTITUTION AND BYLAWS
Of
FIL-AM COMMUNITY BAPTIST CHURCH
A Virginia Nonprofit Religious Corporation

ARTICLE I

Name and Principal Office

The name of the Corporation is Fil-Am Community Baptist Church. This corporation will be further referred to in the Bylaws as the "Church". The Church maintains its principal office 15132 Danhurst Circle, Gainesville, VA 20155. The Directors of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

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ARTICLE II

Purpose

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The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

1. **EVANGELISM / MISSION** - "To share the good news of Jesus Christ with as many people as possible in our community with a special focus on Filipino-Americans and throughout the world."
2. **EDUCATION / DISCIPLESHIP** - "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching."
(Ephesians 4:11-13, Matthew 18:20, 1 Timothy 2:2)
3. **WORSHIP** - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)

4. **MINISTRY / SERVICE** - “To serve unselfishly, in Jesus’ name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world.” (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11,

Galatians 5:13)

5. **FELLOWSHIP** - “To encourage, support and pray for each other as members of the family of God. To share our lives together.” (1 John 1:7, Acts 2:44-47,

Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

This Church seeks to benefit the Filipino American Community of Northern Virginia and the community at-large Americans by providing opportunities for spiritual, physical, intellectual, social and cultural development. (Luke 2:52)

ARTICLE III

Statement of Faith

We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. For general statement of faith refer to the Fil-Am Church brochure.

ARTICLE IV

Affiliation

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with other fundamental Baptist churches and associates with conservative Southern Baptist churches.

ARTICLE V

Membership

SECTION I: General

Membership in this Church shall consist of all personal who have met the qualification for membership and are listed on the membership role.

SECTION II: Qualifications for Membership

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant.

Nothing in this Article V shall be construed as limiting the right of the Church to refer to persons associated with it as "members". The Church may confer, by amendment of these Bylaws, some or all of the rights of a member as set forth in the Virginia Nonprofit Corporation Law upon any such person or persons. Reference in the Bylaws to "members" are not references to such associated persons.

SECTION III: Designation of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be

maintained. These rolls shall be updated periodically.

1. Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the Church.

2. Nonresident Members: Members who have become inactive as a result of moving out of the Church's ministry area and have not joined another church.

SECTION IV: Responsibilities of Membership

The responsibilities of membership are described in the membership covenant.

SECTION V: Voting Rights of Membership

Every Active/Resident Member shall have the right to vote on the following matters: the annual budget of the Church; the election of the Trustees; the disposition of all or substantially all of the assets of the Church; the merger or dissolution of the Church; the acquisition of real property and related indebtedness, amendments of the Articles of Incorporation of Bylaws of the Church; and the calling or removing of a Senior Pastor. Each member 16 years and older is entitled to one vote. Voting by proxy is prohibited.

SECTION VI: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church.
3. By personal request of the member.
4. Dismissal by the Pastors according to the following conditions:
 - a. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
 - b. Procedures for the dismissal of a members shall be according to Matthew 18:15-17.

"Pastors" shall mean the Senior Pastor and the ordained pastors of the Pastor's Management Team, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time.

SECTION VII: Restoration of Members

Members dismissed by the Pastors shall be restored by the Pastors according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

ARTICLE VI

Membership Meetings

SECTION I: Place

Meetings of the members shall be held at a building on the Church property or at such other place or places within or outside Virginia as may be designated from time to time by the Directors.

SECTION II: General Meetings

A general meeting of the members shall be held in November of each year at such time as determined by the Directors. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Trustees. Subject to Section IV of this Article, any other proper business may be conducted at this meeting.

SECTION III: Special Meetings

Special meetings may be called at any time by the Directors, the Senior Pastor of the Executive Pastor for any purpose by giving notice to the members in accordance with Section IV of this Article.

SECTION IV: Notice Requirements for Membership Meetings

1. General Requirements. Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meeting shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

a. Distribution of written material to the congregation in attendance
at a regular weekend service;

b. Announcement of the meeting in the Church newsletter.

c. Oral announcement of the meeting in the Church newsletter.

d. Delivery by United States mail to each member identified on the membership roll.

2. Notice of Certain Agenda Items. Action by the members on any of the following proposals, other than by unanimous approval by those members present and entitled to

vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- a. Calling or removing the Senior Pastor.
- b. Amending the Articles of Incorporation.
- c. Adopting, amending or repealing Bylaws.
- d. Disposing of all or substantially all of the Church's assets
- e. Adopting or amending a merger agreement, or
- f. Approving the election to wind up and dissolve the Church
- g. Approving the acquisition of real property and related indebtedness.

SECTION IV: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

ARTICLE VII

Trustees

SECTION I: Number and Term

The Directors shall, from time to time, designate the authorized number of Trustees of the Church. The Trustees shall be elected by the members at the annual membership meeting based upon the recommendation by the Directors, to serve until the next annual meeting. The Trustees may only be removed by a vote of the members.

SECTION II: Powers

The Trustees shall have the following powers and duties:

- a. To provide financial counsel to the Directors.

Such counsel shall be provided at the discretion of the Directors.

- b. To determine the compensation of the licensed and/or ordained pastors of the Church.

- c. To conduct such other duties and activities as the Directors may designate from time to time.

ARTICLE VIII

Directors

SECTION I: Number and Term

The authorized number of Directors shall be, until changed by amendment of the Article or Incorporation of by a Bylaw duly adopted by the members, such number as may from time to time be authorized by resolution of the Directors, provided that such number shall not be less than three (3), nor more than fifteen (15). The Directors shall consists of the Senior Pastor and Pastors as defined in Article V, Section VI. Each Director may serve successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal. Other than the Senior Pastor, each Director serves at the pleasure of the Senior Pastor.

SECTION II: Powers

1. General Corporate Powers. Subject to the provisions and limitations of the Virginia Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Directors.

2. Specific Powers. Without prejudice to the general powers set forth above, and subject to same limitations, the Directors shall have the power to:
 - a. Select and remove all officers, agents and employees of the

Church except for the Senior Pastor, prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and

- b. Change the principal executive office or the principal business office of the Church in the State of Virginia from one location to another, and designate any place within or outside the State or Virginia for the holding of any meeting or meetings of the Directors; and
- c. Adopt, make and use a corporate seal and alter the form of the seal; and
- d. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposed and in the Church's name, promissory notes and other evidences of debt and securities; and
- e. Exercise all other powers conferred by the Virginia Nonprofit Religious Corporation Law or other applicable laws.

ARTICLE IX

Meetings of the Directors

SECTION I: Place of Meetings

Regular or special meetings of the Directors may be held at any place within or outside the State of Virginia that has been designated from time to time by resolution of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Directors may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

SECTION II: Regular Meetings

Regular meetings of the Directors may be held without notice if the time and place of such meetings are fixed by resolution of the Directors.

SECTION III: Special Meetings

1. Authority to Call. Special meetings of the Directors may be called for any purpose and at any time by the Senior Pastor or any other Director.

2. Notice.

a. Manner of Giving. Notice of the time and place of special meeting

shall be given to each Director by one of the following methods:

(1) by personal delivery of written notice (2) by first class mail. Postage prepaid; (3) by telephone communication, either directly to the Director or to a personal at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director, or (4) by e-mail to the Director's home or office.

b. Time Requirements. Notices sent by first class mail shall be deposited

in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail, telegraph or faxed to the Director or given to the telegraph company at least twenty four (24) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time and place for the

meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. The notice must specify the purpose of the meeting.

SECTION IV: Quorum

A majority of current Directors present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Directors, subject to the provisions of the Virginia Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors.

SECTION V: Waiver of Notice

The transaction of any meeting of the Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement about the lack of notice.

SECTION VI: Action Without Meeting

Any action required or permitted to be taken by the Directors may be taken without a meeting, if all of the Directors, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Directors.

ARTICLE X

Officers

SECTION I: Officers

The officers of the Church shall be a Senior Pastor, and Executive Pastor and a Chief Financial Officer. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. The Executive Pastor shall serve as the Vice President of the Church and shall act as the moderator of the Church in the absence of the Senior Pastor. The Chief Financial Office shall serve as both the Secretary and the Treasurer of the Church and shall act as moderator in the absence of both the Senior Pastor and the Executive Pastor. The Senior Pastor may not serve concurrently as the Chief Financial Office of the Church.

SECTION II: Election of Officers

The Senior Pastor of the Church shall be called by the members at a membership meeting. All other officers of the Church shall be chosen by the Directors, and each shall serve at the pleasure of the Directors, subject to the rights, if any, of an officer under any contract of employment.

SECTION III: Removal of Officers

The Senior Pastor may only be removed, with or without cause, by the members at any regular or special membership meeting. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause,

by the Directors, at any regular or special meeting of the Directors.

SECTION IV: Vacancies in Officers

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

ARTICLE XI

**Indemnification of Directors, Officers, Employees and
Other Agents**

SECTION I: Definitions

For the purpose of this Article,

1. Agent. "Agent" means any person who is or was a Director, officer, trustees, employee or other agent of the Church, or is or was serving at the request of the Church as a Director, officer, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation

that was predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation;

2. Proceeding. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

3. Expenses. "Expenses" include, without limitation, all attorneys' fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION II: Successful Defense by Agent

To the extent that an agent of the Church has been successful on the merits in the defense of any proceeding referred to in this Article XI, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections III through V of this Article shall determine whether the agent is entitled to indemnification.

SECTION III: Actions Brought by Persons Other than the Church

Subject to the required finding to be made pursuant to Section V, below, the Church

shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of the Church, to procure judgment on it's favor, or by reason of the fact that such person is or was an agent of the Church, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION IV: Action Brought by or on Behalf of the Church

1. Claims Settled out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

2. Threatened Pending or Completed Actions Against Agent

The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the Church, to procure a judgment in it's favor, by reason of the fact that the person is or was an agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

a. The determination of good faith conduct required by Section V, below, must be made in the manner provided for in that section; and

b. Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the

Church, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION V: Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections III and IV of the Article is conditioned on the following:

1. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement,

conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

2. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section V above shall be made by:

- a. The Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- b. Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
- c. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent of the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Church.

SECTION VI: Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections ii or V, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION VII: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Church Before the final disposition of the proceeding of receipt of an undertaking by or on Behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION VIII: Insurance.

The Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE XII

Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records);
and
2. Written minutes of the proceedings of its members and Directors, and
3. A record of the members of the Church, setting forth the member's names
and addresses; and
4. Contribution statement for contributors.

All such records shall be kept at the Church's principal office.

ARTICLE XIII

Constitution and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Virginia Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XIV

Amendments to the Bylaws

Subject to the provision of the Virginia Nonprofit Religious Corporation Law, these Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted by vote of two-thirds of the members present at any special or regular membership meeting at which a quorum is present.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Fil-Am Community Baptist Church, a Virginia Nonprofit Religious Corporation, and that the Bylaws, consisting of seventeen (17) pages, are the Bylaws of this Church as adopted by a vote of the members of the Church on November 17, 2004.

Executed at 15132 Danehurst Circle, Gainesville, VA 20155

Elvin Enad

Secretary and Treasurer

Rey Canlas

Financial Secretary