

Revised 7/25/2022



BYLAWS  
OF  
ASSOCIATION OF BAPTIST CHURCH SCHOOLS

**Article I – Name**

- 1.01. Name.** The name of this nonprofit entity shall be, “Association of Baptist Church Schools,” hereinafter referred to as “ABCS.”

**Article II—Purpose**

- 2.01 Purpose.** As stated in the Articles of Incorporation, this corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), for such purposes, including, but not limited to, promotion of Christian education and the strengthening and support of Christian schools operated by Independent Baptist Churches.

**Article III- Directors**

- 3.01 Authority.** The Board of Directors shall maintain authority over and shall manage the affairs of the corporation unless the Articles of Incorporation, or these bylaws require otherwise. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute or deliver any instrument in the name of and/or on behalf of the corporation. Such authority may be general or confined to specific instances with defined parameters. The Board is responsible for complying with all reporting requirements of nonprofits. This Board of Directors is also designated by the name “Executive Board.” Only Pastors of member churches are eligible to be members of the Board of Directors.
- 3.02 Number.** The number of Directors of the corporation shall be determined by resolution of the Directors entitled to vote, but shall not be less than three (3) in number. The number of Directors may be changed by the Board of Directors without further

amendment of these bylaws, upon the adoption of a resolution offered for that purpose at any meeting of the Board of Directors pursuant to the vote of a majority of the Directors in office at the time of the meeting. Under no circumstances may a change reduce the number of Directors to less than three.

**3.03 Election.** Directors shall be elected by the voting members at each annual meeting of the members, or at any special meeting of the members.

**3.04 Term of Office.** Each Director shall hold office for a term of three years or until his successor is elected, or until his earlier resignation, removal from office, or death. The number of Directors shall be divided into three classes consisting of approximately one-third of the total number of Directors. At each annual election, one-third of the Directors shall be elected to office, beginning with Class 1 Directors the first election, Class 2 Directors the following year, and Class 3 Directors the following year, seriatim. Each Director will be required to sit out of the Board for one (1) year before re-election will be considered.

**(A) Resignation.** Any Director of the corporation may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors of the corporation. The resignation shall take effect at the time the notice is received unless a later time is specified in the notice. Acceptance of the resignation shall not be necessary for it to be effective.

**(B) Removal.** A Director may be removed at any time, with or without cause, by a written majority vote of the remaining Directors at any regular or special meeting or upon a written majority vote of the members at any annual or special members' meeting.

**3.05 Vacancies.**

**(A)** Vacancies on the Board of Directors shall exist under the following circumstances: (a) the death, removal, or resignation of any Director; (b) the failure of the members to elect the fully authorized number of Directors at any annual, regular, or special meeting; or (c) following a vote to increase the number of Directors.

**(B)** Vacancies on the Board of Directors shall be filled by vote of a majority of the remaining Directors for the unexpired term of the Director(s) being replaced. Members who are not Directors are not entitled to vote on Director positions opened by vacancies until the term of office for the vacant position has expired.

**3.06 Compensation.**

**(A)** No member of the Board of Directors shall receive compensation for services to the corporation as a Director, but the Board of Directors shall have the authority to reimburse the Directors for travel and per diem expenses incurred

directly as a result of attending a meeting of the Board of Directors for the purpose of conducting business of the corporation.

- (B) No Director shall participate in any deliberation or vote of the Board of Directors establishing the amount of his compensation as an employee of the corporation or in any deliberation or vote of the Board of Directors establishing the amount of compensation of an employee of the corporation who is a member of the Director's family, either by blood to the third degree of consanguinity, or by marriage.

**3.07 Relation.** The majority of the Directors constituting the Board of Directors may not be related by blood to the third degree of consanguinity or by marriage.

**3.08 Affirmation of Faith.** Each Director, officer, and employee shall be a believer and follower of the Lord Jesus Christ, and ascribe to Independent Fundamental Baptist doctrine and practices; and each Director and officer shall provide written assent to the entire Statement of Faith set forth in Article 8 prior to assuming his duties and annually thereafter.

#### **Article IV-Meetings of the Board of Directors**

**4.01 Location.** Meetings of the Board of Directors shall be held at any place as shall be designated by and agreed upon by the Board of Directors.

**4.02 Annual Meeting.** An annual meeting of the Board of Directors shall be held. At the discretion of the Board of Directors, members' meetings shall be held at such time and place as the Board of Directors shall determine, so long as the meeting is held at a time separate from the annual members' meeting. The annual meeting of the Board shall not include members who are not officers or Directors, unless the Board, by majority vote, decided otherwise. At the annual meeting, the transaction and business affairs of the corporation shall be considered.

**4.03 Special Meetings.** A majority of Directors may call a special meeting of the Board of Directors at any time, and nothing contained in this article shall be construed as limiting, fixing, or affecting the time and date when a meeting called by action of the Board of Directors may be held.

**4.04 Notice of Meetings.**

- (A) **Method of Notice:** Notice of any meeting, special or regular must be sent by each Director's chosen means of communication, whether by postal mail, phone, facsimile, or email at the address or phone number as it appears in the records of the corporation or as supplied by the Director to the corporation for the purpose of notice. Notice shall be given by or at the direction of the President. In the event the President refuses to give notice, any Director may

give notice of any meeting. The Secretary is responsible to verify that notice is duly provided.

**(B) Content of Notice:** Notice of any special meeting shall state the time, place, and purpose of the meeting.

**(C) Time of Notice:** Notice of any meeting shall be delivered by the person charged with giving notice, not less than three (3) days before the date of the meeting.

**(D) Waiver of Notice:** A Director may waive notice of a meeting of the Board by written statement, and attendance by the Director at the meeting without protest shall be deemed waiver of notice.

**4.05 Quorum.** A quorum for meetings shall consist of a majority of the Directors. If a quorum is not attained, then those present shall adjourn the meeting to a new date certain duly noticed to all Directors for not more than thirty (30) days thereafter, and at that later-noticed meeting a quorum shall consist of those Directors then present.

**4.06 Participation.** A Director may participate in a meeting of the Board of Directors by means of a conference telephone, web-based conference, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

**4.07 Action Without Meeting.** Any action that may be taken or that is required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Directors is filed in the minutes of the proceedings of the Board of Directors.

**4.08 Roles.** At every meeting of the Board of Directors, the President, or in his absence, the officer designated by the President, or in the absence of a designation, the person (who shall be one of the officers, if any is present) chosen by a majority of the Directors present shall act as Chair and/or Moderator, and shall conduct the meeting in an orderly manner, as determined by the President. The Secretary shall act as Secretary of all meetings. In the absence of the Secretary, the Chair may appoint another person to act as Secretary of the meetings.

**4.09 Voting.** A majority vote of the Board of Directors at a duly noticed meeting in which a quorum is attained will constitute the outcome of issues brought before the Board.

## Article V—Officers

**5.01 Officers.** The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers must be members of the Board of Directors of the corporation. One person may hold two or more offices, except those of President and Secretary. No

officer, however, shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

**5.02 Election.** The officers of the corporation shall be elected by a majority vote of the voting members at a duly noticed annual or special meeting of the members.

**5.03 Terms of Office:** Each officer elected by the members shall hold office until his resignation, removal, disqualification, death, or until his successor shall be elected and qualified.

**(A) Removal.** An officer may be removed at any time, with or without cause, by a vote of a majority of the Board of Directors.

**(B) Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

**5.04 Vacancies.** If the office of the President, Secretary, or Treasurer, becomes vacant, the Board of Directors shall elect, by a majority vote, a successor to the office.

**5.05 President.** The President shall be the Chairman of the Board of Directors, and shall have general supervision, direction, and control of the affairs and officers of the corporation; have the general powers and duties of management usually vested in the office of President; and have all other powers and duties as may be prescribed by the Board of Directors or these bylaws. Within this authority and in the course of his duties, the President shall:

**(A)** Convene and preside at all meetings of the Directors and be *ex officio* a member of all standing committees of the corporation.

**(B)** When authorized by the Board of Directors or required by law, execute, in the name of the corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing, and unless the Board of Directors shall order otherwise by resolution, make contracts as the ordinary conduct of the corporation's affairs may require.

**(C)** Appoint and remove, employ and discharge, prescribe the duties and, subject to the approval of the Board of Directors, fix the compensation of all agents and employees other than the duly appointed officers, and control all the officers, agents, and employees, subject to the direction of the Board of Directors.

- (D) The President, with the approval of the Board of Directors, shall appoint legal counsel for the corporation. All legal matters, including, without limitation, matters involving interpretation of federal and state law, local ordinances, and tax questions, shall be promptly referred to such counsel for opinion and advice. All amendments to the Articles of Incorporation and these bylaws shall be submitted to legal counsel for review before their adoption.

**5.06 Secretary.** The Secretary shall:

- (A) Certify and keep the original bylaws or a copy, including all amendments or alterations to the bylaws.
- (B) Keep, in the same location as the bylaws or a copy, accurate minutes of the proceedings of meetings of the Directors, including business conducted, the time and place of holding, the notice of meeting given, the names of those present at the meetings, whether regular or special, and if special, how authorized.
- (C) Sign, certify, or attest documents as may be required by law.
- (D) Be custodian of the records; see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
- (E) See that all notices are duly given in accordance with the provisions of these bylaws. In case of the absence or disability of the Secretary, or his refusal or neglect to act, notice may be given and served by the President or any Director.
- (F) Exhibit at all reasonable times to proper persons on terms provided by law on proper application, the bylaws and minutes of proceedings of the Directors.
- (G) In general, perform all duties incident to the office of Secretary, and any other duties as from time to time may be assigned to him or her by the Board of Directors.
- (H) In case of the absence or disability of the Secretary or his refusal or neglect to act, any person authorized by the President or Board of Directors may perform the functions of the Secretary.

**5.07 Treasurer.** The Treasurer shall:

- (A) Have charge and custody of, and be responsible for, all funds of the corporation, and deposit all funds in the name of the corporation in such accounts as shall be selected by the Board of Directors.
- (B) Receive, and give receipt for all contributions, gifts, and donations to the corporation from any source.
- (C) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for the disbursements.

- (D) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions including account of its assets, liabilities, receipts, disbursements, gains, losses, and capital.
- (E) Exhibit at all reasonable times the books of account and records of the corporation to any Director, or to proper persons on terms as are provided by law, on proper application during office hours at the office of the corporation where the books and records are kept.
- (F) When and as requested, render to the President and Directors accounts of all his transactions as Treasurer and of the financial condition of corporation.
- (G) In general, perform all the duties incident to the office of Treasurer and all other duties as from time to time may be assigned to him or her by the Board of Directors.
- (H) In case of the absence or disability of the Treasurer, or his refusal or neglect to act, any person authorized by the President or Board of Directors may perform the functions of the Treasurer.

**5.08 Compensation.** The Board of Directors shall, from time to time, fix the salaries of the officers, and no officer shall be prevented from receiving a salary by reason of the fact that he is also a Director.

#### **Article VI-Membership**

**6.01 Eligibility for Membership.** Membership is limited to those churches with schools which subscribe to purposes and basic policies of the corporation, with Baptist doctrine and practices, and whose admission will contribute to the corporation's ability to carry out its charitable purposes. Those persons who meet these and any other specified standards of eligibility as determined by the Board of Directors shall be eligible for membership on approval of the membership application by a majority vote of the Board of Directors and upon timely payment of such dues and fees as the Board may fix from time to time. No person shall hold more than one membership in this corporation.

**6.02 Classes of Membership.** The corporation shall have one class of membership, which will consist of churches that are Baptist in doctrine and practice, and which have a church school. The Board of Directors shall determine specific qualifications, dues required, and other such requirements.

**6.03 Rights of Membership.** Voting members shall have the right to vote on matters as defined and limited by these by laws. This corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. The right to vote and hold office in the corporation shall be limited to voting members of the corporation.

**6.04 Annual Dues, other Fees, and Assessments.** Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in

amounts to be fixed from time to time by the Board. Those members who have timely paid the required dues, fees, and assessments, and who are not suspended shall be members in good standing. The Board may require the payment of dues, fees, and assessments, in amounts to be fixed from time to time, by non-voting affiliate members.

#### 6.05 Membership Meetings.

- (A) **Annual Meetings.** There shall be an annual meeting of the members upon such date, time, and place as the Board of Directors shall determine. Voting on all matters pertaining to the organization is expressly reserved for the Board of Directors, except that the voting members shall have the right to vote on the following matters at the annual meeting:
- (1) Election of the Board of Directors and officers from a list of nominees selected by the Board of Directors.
  - (2) Approval of any amendments to the bylaws or Articles of Incorporation that may be proposed by the Board of Directors; and
  - (3) Dissolution of the corporation, acquisition or merger of corporation.
- (B) **Special Meetings.** Special meetings of the members for any lawful purpose may be called by a majority of the Board of Directors, the chairperson of the Board, the president of the corporation, or upon the request of 25% of the members entitled to vote. A special meeting called by the members at large or any person entitled to call a meeting, other than the Board, shall be called by written request, specifying the nature of the business proposed to be transacted, and submitted to the president or the secretary. No business, other than that which was stated in the notice, may be transacted at the special meeting.
- (C) **Notice of Meetings.**
- (1) **Method of Notice.** Whenever members are required or permitted to take action at a meeting, notice of such meeting must be sent by regular mail, facsimile, electronic mail, or delivered to the member in person. Notice shall be given by or at the direction of the President or Secretary, or in case of their neglect or refusal, or if there is no person charged with the duty of giving notice, by any Director to each member. Notice must be addressed to the member at the member's address as it appears in the records of the corporation or as supplied by the member to the corporation for the purpose of notice.
  - (2) **Content of Notice.** Notice shall specify the time, date, and place of meeting and (a) for a special meeting, the nature of the business to be transacted; or (b) for a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members or any matter upon which members are entitled to vote pursuant to these bylaws at the time of the meeting. The notice of any meeting at



which Directors or officers are to be elected shall include the names of all persons who are nominees when notice is given.

- (3) **Time of Notice.** Notice of any meeting shall be delivered by the person charged with giving notice, not less than fourteen (14) days before the date of the meeting.
- (4) **Waiver of Notice:** A member may waive notice of a meeting of the members by written statement, and attendance by the member at the meeting without protest shall be deemed waiver of notice.

#### 6.06 Quorum and Voting.

- (A) **Eligibility to Vote.** Each voting member shall have one vote at any meeting of the members. Other classes of members, if applicable, may attend meetings, but may not speak or vote, and are not considered for quorum purposes.
- (B) **Quorum.** A quorum shall consist of the total voting members present. A majority of the votes cast at a meeting in which a quorum is present shall constitute the action of the members.
- (C) **Extent of Membership Voting.** Voting members are entitled to vote on items specified in Section 6.05(A) above, as well as to vote on other such issues as the Board may choose to bring before the members, or as otherwise specified in these bylaws.
- (D) **Nominations.** The Board of Directors shall nominate qualified candidates for election as an officer or Director on the Board of Directors before the date of any member meeting at which Directors or officers will be elected. Notice of each candidate for Director and officer must be provided to the members at the same time notice is provided of the meeting at which the election for Director or officer will take place.

#### 6.07 Action by Written Ballot Without Meeting.

Any action, including the election of Directors, which may be taken at any meeting of members, may be taken without a meeting and without prior notice by complying with the provisions of this section concerning written ballots.

- (A) The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the same manner as required for meeting notice. All solicitations must specify the time by which the ballot must be received in order to be counted.
- (B) Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; (3) provide a reasonable time within which to return the ballot to the corporation.
- (C) Approval of actions by written ballot shall only be valid when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and number of

approvals equals or exceeds the number of votes that would be required for approval at a meeting where the votes would be cast in person.

- 6.08 Removal.** Any member may be removed from membership by a majority vote of the Board of Directors on such grounds as shall be determined by the Board of Directors.

#### **Article VII-Committees**

- 7.01 Committee Formation.** The Board of Directors may create committees as needed to carry out the work of the corporation. At least one committee member must be a member of the Board of Directors. All other committee members must be members (voting or voting and non-voting affiliate members) of the corporation.
- 7.02 Appointment.** The president of the corporation, subject to the majority vote of the Board of Directors, shall appoint all committee chairs and members of the committees.
- 7.03 Actions of Committees.** All committee recommendations shall be deemed advisory only. No committee shall have the authority to amend or repeal these bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the corporation. Minutes shall be kept of each committee meeting and shall be filed with the corporate records.
- 7.04 Term of Office.** Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.
- 7.05 Vacancies.** Vacancies in the membership of committees may be filled by appointment by the president of the corporation, or other person as designated by the President or majority vote of the Board of Directors, for the remaining unexpired term of office.
- 7.06 Rules.** A quorum for committee meetings shall be a majority of its members. Recommendations made to the Board of Directors by the committee shall have a majority vote of the committee, having obtained a quorum. Each committee may adopt rules for its meetings not inconsistent with these bylaws or with any rules adopted by the Board of Directors.

#### **Article VIII-Indemnification**

- 8.01 Action Subject to Indemnification.** The corporation may indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding to the full extent allowed under Maryland state law. This indemnification—whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the organization)—applies if three conditions are met:

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

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

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

**8.04 Insurance.** Nothing in this indemnification policy is intended to limit any obligation that an insurance carrier would have toward any person under a (Ministry Name) insurance policy.

### **Article IX—Conflict of Interest Policy**

**9.01 Purpose.** The purpose of the conflict of interest policy is to protect the corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but no replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

**9.02 Definitions.**

- (A) **Interested Person:** Any Director or officer who has a direct or indirect financial interest.
- (B) **Financial Interest:** A financial interest is not necessarily a conflict of interest. Under section 9.03(B) of these bylaws, a person who has a financial interest may have a conflict of interest only if the board decided that a conflict of interest exists. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
  - (2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
  - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- (C) **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**9.03 Procedures.**

- (A) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given an opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
- (B) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.
- (C) **Procedures for Addressing the Conflict of Interest.**
  - (1) An interested person may make a presentation at the board meeting, but after the presentation shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - (2) The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - (3) After exercising due diligence, the board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the best interests of the corporation, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (D) **Violations of the Conflict of Interest Policy.**
  - (1) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual possible conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **9.04 Records of Proceedings.**

- (A) The minutes of the board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
- (B) The minutes of the board also shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**9.05 Compensation.** A voting member of the board who receives compensation, directly or indirectly, from the corporation for services may not vote on matters pertaining to that member's compensation.

**9.06 Statement of Affirmation.** Each Director, upon election, and periodically thereafter as decided by the Board, shall sign a statement that affirms such person:

- (A) Has received a copy of the conflict of interest policy;
- (B) Has read and understands the policy;
- (C) Has agreed to comply with policy; and
- (D) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**9.07 Periodic Reviews.** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and result of arm's-length bargaining;
- (B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article X—Doctrinal Statement**

- 10.01** See Exhibit 1
- 10.02** This doctrinal statement does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the foregoing Statement of Faith accurately represents the teaching of the Bible and, therefore, is binding upon all Directors and employees of the corporation.

## **Article XI—Binding Arbitration**

- 11.01** Believing the lawsuits between believers are prohibited by Scripture, all Directors, officers, members, and employees of this corporation agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- 11.02** In the event any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other corporate matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution. If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in Section 11.01, above, using such Procedures for Arbitration as adopted by the Board of Directors.

## **Article XII-Tax Exempt Provisions**

### **12.01 Dissolution Clause**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization or organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

### **12.02 Private Inurement**

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 purposes set forth in Article 8 hereof.

### **12.03 Political Activity Prohibition**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### **12.04 Racial Non-Discrimination**

The corporation shall have a racially nondiscriminatory policy as to applicants, members, students, and others on the basis of race, color, or national or ethnic origin and shall admit students of any race to all the rights, privileges, programs, and activities that may be made available to students of the schools of the corporation. The corporation shall not discriminate on the basis of race in the administration of its educational policies, scholarship and loan programs, athletic, and other programs administered by its schools.

### **12.05 Prohibited Activity Clause**

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **Article XIII-Amendments**

- 13.01** These bylaws may be amended and new bylaws adopted at any duly noticed meeting of the Board of Directors by a majority vote of those present, a quorum being present.

**13.02** As an alternative to Section 12.01, these bylaws may be amended and new bylaws adopted without a meeting by the written consent of all of the Directors.

THE UNDERSIGNED DIRECTORS OF ABCS, BY A UNANIMOUS VOTE, HAVE ADOPTED THE FOREGOING BYLAWS.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Director

\_\_\_\_\_  
Date

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Director

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## Exhibit 1

### Article X- Doctrinal Statement

#### 10.01 Doctrinal Statement

- (A) **The Holy Scriptures.** We believe the Old and New Testament Scriptures are the verbally and plenary inspired Word of God. The Scriptures are inerrant, infallible, and God-breathed and are, therefore, the final authority for faith and life. The sixty-six books of the Old and New Testaments are the complete and divine revelation of God to man. The Scriptures shall be interpreted according to their normal, grammatical-historical meaning, and all issues of interpretation and meaning shall be determined by the pastor. The King James Version of the Bible shall be the official and only translation used by the church. (2 Tim. 3:16-17, 2 Peter 1:20-21)
- (B) **Dispensationalism.** We believe that the Scriptures interpreted in their natural, literal sense reveal divinely determined dispensations or rules of life that define man's responsibilities in successive ages. These dispensations are not ways of salvation, but rather are divinely ordered stewardship by which God directs man according to His purpose. Three of these dispensations—the law, the church, and the kingdom—are the subjects of detailed revelation in Scripture. (Gen. 1:28, 1 Cor 9:17; 2 Cor 3:9-18; Gal. 3:13-25; Eph. 1:10; 3:2-10; Col. 1:24-25, 27; Rev 20:2-6)
- (C) **The Godhead.** We believe in one triune God, eternally existing in three persons—Father, Son, and Holy Spirit—each co-eternal in being, co-identical in nature, coequal in power and glory, and having the same attributes and perfections. (Deut. 6:4; Matt 28:19; John 14:10, 26; 2 Cor. 13:14)
- (D) **The Person and Work of Christ.**
- (1) We believe that the Lord Jesus Christ, the eternal Son of God, became man, without ceasing to be God, having been conceived by the Holy Spirit and born of the virgin Mary, in order that He might reveal God and redeem sinful men. (Isa. 7:14; 9:6; Luke 1:35; John 1:1-12, 14; 2 Cor. 5:19-21; Gal. 4:4-5; Phil. 2:5-8)
  - (2) We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice, and that our justification is made sure by His literal, physical resurrection from the dead. (Acts 2:18-36; Rom. 3:24-25; Eph. 1:7; 1 Peter 2:24; 1 Peter 1:3-5)
  - (3) We believe that the Lord Jesus Christ ascended to Heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry of

Representative, Intercessor, and Advocate. (Acts 1:9-10; Rom. 8:34; Heb. 9:24; 7:25; 1 John 2:1-2)

**(E) The Person and Work of the Holy Spirit.**

- (1)** We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; that He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption. (John 16:8-11; Rom. 8:9; 1 Cor. 12:12-14; 2 Cor. 3:6; Eph. 1:13-14)
- (2)** We believe that He is the divine Teacher who assists believers to understand and appropriate the Scriptures and that it is the privilege and duty of all the saved to be filled with the Spirit. (Eph. 1:17-18; 5:18; 1 John 2:20, 27)
- (3)** We believe that God is sovereign in the bestowal of spiritual gifts to every believer, God uniquely uses evangelists, pastors, and teachers to equip believers in the church to do the work of the ministry. (Rom. 12:3-8; 1 Cor. 12:4-11, 28; Eph. 4:7-12)
- (4)** We believe that the sign gifts of the Holy Spirit, such as speaking in tongues and the gift of healing, were temporary. Speaking in tongues was never the common or necessary sign of the baptism or filling of the Holy Spirit. Ultimate deliverance of the body from sickness or death awaits the consummation of our salvation in the resurrection, although God frequently chooses to answer the prayers of believers for physical healing. (1 Cor. 1:22; 13:8; 14:21-22)

**(F) The Total Depravity of Man.** We believe that man was created in the image and likeness of God, but that in Adam's sin the human race fell, inherited a sinful nature, and became alienated from God. Man is totally depraved and, of himself, utterly unable to remedy his lost condition. (Gen. 1:26-27; Rom 3:22-23; 5:12; 6:23; Eph. 2:1-3; 4:17-19)

**(G) Salvation.** We believe that salvation is the gift of God brought to man by grace received by personal faith in the Lord Jesus Christ, who shed His blood on Calvary for the forgiveness of our sins. We believe that all sins, except blasphemy of the Holy Spirit, are forgivable. (Matt 12:31-32; John 1:12; Eph. 1:7; 2:8-10; 1 Peter 1:18-19; 1 John 1:9)

**(H) The Eternal Security and Assurance of Believers.**

- (1)** We believe that once a person is saved, he is kept by God's power and remains secure in Christ forever. (John 6:37-40; 10:27-30; Rom. 8:1, 38-39; 1 Cor. 1:4-8; 1 Peter 1:4-5)
- (2)** We believe that it is the privilege to rejoice in the assurance of their salvation through the testimony of God's Word; which, however, clearly forbids the use of Christian liberty as an occasion to the flesh. (Rom. 13:13-14; Gal. 5:13; Titus 2:11-15)

**(I) The Church**

- (1) We believe that the local church, which is the body and the espoused bride of Christ, is solely made up of born-again believers. (1 Cor. 12:12-14; 2 Cor. 11:2; Eph. 1:22-23; 5:25-27)
  - (2) We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament. (Acts 14:27; 20:17, 28-32; 1 Tim. 3:1-13; Titus 1:5-11)
  - (3) We believe in the autonomy of the local church free of any external authority or controls, and any affiliations, societies, organizations, associations, or agencies this church affiliates with to further the objectives stated in the Purpose Statement are not authoritative in matters of church practice or belief. (Acts 13:1-4; 15:19-31; 20:28; Rom. 16:1, 4; 1 Cor. 3:9, 16; 5:4-7, 13; 1 Pet. 5:1-4)
  - (4) We recognize water baptism by immersion and the Lord's Supper as the Scriptural ordinances of obedience for the church in this age. (Matt. 28:19-20; Acts 2:41-42; 8:36-38; 1 Cor. 11:23-26)
- (J) **Separation.** We believe that believers should maintain a godly testimony and live in such a way that their lives do not bring reproach upon their Savior. God commands His people to separate from all religious apostasy, all worldly and sinful pleasures, practices, and associations, and to refrain from all immodest and immoderate appearances, piercings, and bodily markings. We stand against any and all worldly philosophies that seek to destroy or undermine the truth of Biblical Christianity. (Lev. 19:28; Rom. 12:1-2; 14:13; 1 Cor. 6:19-20; 2 Cor. 6:14-7:1; 2 Tim. 3:1-5; 1 John 2:15-17; 2 John 9-11)
- (K) **The Second Coming of Christ.** We believe in that *blessed hope*, the personal, imminent return of Christ, Who will rapture His church prior to the seven-year tribulation period. At the end of the Tribulation, Christ will personally and visibly return with His saints, to establish His earthly Messianic Kingdom, which was promised to the nation of Israel. (Ps. 89:3-4; Dan. 2:31-45; Zech. 14:4-11; 1 Thess. 1:10, 4:13-18; Titus 2:13; Rev. 3:10; 19:11-16; 20:1-6)
- (L) **The Eternal State.**
- (1) We believe in the bodily resurrection of all men, the saved to eternal life, and the unsaved to judgment and everlasting punishment. (Matt. 25:46; John 5:28, 29; 11:25-26; Rev. 20:5-6, 12-13)
  - (2) We believe that the souls of the redeemed are, at death, absent from the body and present with the Lord, where in conscious bliss they await the first resurrection, when spirit, soul, and body are reunited to be glorified forever with the Lord. (Luke 23:43; 2 Cor. 5:8; Phil. 1:23; 3:21; 1 Thess. 4:16-17; Rev. 20:4-6)
  - (3) We believe that the souls of unbelievers remain, after death, in conscious punishment and torment until the second resurrection, when with soul and body reunited, they shall appear at the Great White Throne Judgment, and shall be cast into the Lake of Fire, not to be annihilated, but to suffer everlasting conscious

punishment and torment. (Matt. 25:41-46; Mark 9:43-48; Luke 16:19-26; 2 Thess. 1:7-9; Jude 6-7; Rev. 20:11-15)

**(M) The Personality of Satan.** We believe that Satan is a person, the author of sin and the cause of the Fall of Man; that he is the open and declared enemy of God and man; and that he shall be eternally punished in the Lake of Fire. (Job 1:6-7; Isa. 14:12-17; Matt. 4:2-11; 25:41; Rev. 20:10)

**(N) Creation.** We believe that the Genesis account of creation is neither allegory nor myth, but a literal, historical account of God's creation of the universe in six literal, 24-hour periods. We reject evolution, the Gap Theory, the Day-Age Theory, and Theistic Evolution as unscriptural theories of origin. (Gen. 1-2; Ex. 20:11)

**(O) Civil Government.** We believe that God has ordained and created all authority consisting of three basic institutions: 1) the home, 2) the church, and 3) the state. Every person is subject to these authorities, but all (including the authorities themselves) are answerable to God and governed by His Word. God has given each institution specific Biblical responsibilities and balanced those responsibilities with the understanding that no institution has the right to infringe upon the other. The home, the church, and the state are equal and sovereign in their respective Biblically assigned spheres of responsibility under God. (Rom. 13:1-7; Eph. 5:22-24; Heb. 13:17; 1 Pet. 2:13-14)

**(P) Human Sexuality**

**(1)** We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance. (Gen. 2:24; Gen. 19:5, 13; Gen. 26:8-9; Lev. 18:1-30; Rom 1:26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Heb. 13:4)

**(2)** We believe that the term "marriage" has only one, legitimate meaning, and that is marriage sanctioned by God, which joins one man and one woman in a single, covenantal union, as delineated by Scripture. Marriage ceremonies performed in any facility owned, leased, or rented by this corporation will only be those ceremonies sanctioned by God, joining one man with one woman as that gender was determined at birth. (Gen. 2:24; Rom. 7:2; 1 Cor. 7:10; Eph. 5:22-23)

**(Q) Family Relationships**

**(1)** We believe that men and women are spiritually equal in position before God but that God has ordained distinct and separate spiritual functions for men and women in the home and the church. The husband is to be the leader of the home,

and men are to be the leaders (pastors and deacons) of the church. Accordingly, only men are eligible for licensure and ordination by the church. (Gal. 3:28; Col. 3:18; 1 Tim. 2:8-15; 3:4-5, 12)

- (2) We believe that God has ordained the family as the foundational institution of human society. The husband is to love his wife as Christ loves the church. The wife is to submit herself to the Scriptural leadership of her husband as the church submits to the headship of Christ. Children are an heritage from the Lord. Parents are responsible for teaching their children spiritual and moral values through consistent lifestyle example and appropriate discipline, including Scriptural corporal correction. (Gen. 1:26-28; Ex. 20:12; Deut. 6:4-9; Ps. 127:3-5; Prov. 19:18; 22:15; 23:13-14; Mk. 10:6-12; 1 Cor. 7:1-16; Eph. 5:21-33; 6:1-4; Col. 3:18-21; Heb. 13:4; 1 Pet. 3:1-7)
- (R) **Divorce and Remarriage.** We believe that God disapproves of and forbids divorce and intends marriage to last until one of the spouses dies. Divorce and remarriage is regarded as adultery except on the grounds of fornication. Although divorced and remarried persons or divorced persons may hold positions of service in the church and be greatly used of God for Christian service, they may not be considered for the offices of pastor or deacon. (Mal. 2:14-17; Matt. 19:3-12; Rom. 7:1-3; 1 Tim. 3:2, 12; Titus 1:6)
- (S) **Abortion.** We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teachings that abortions due to rape, incest, birth defects, gender selection, birth or population control, or the physical or mental well being of the mother are acceptable. (Job 3:16; Ps. 51:5; 139:14-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:44)
- (T) **Euthanasia.** We believe that the direct taking of an innocent human life is a moral evil, regardless of the intention. Life is a gift of God and must be respected from conception until natural death. Thus we believe that an act or omission which, of itself or by intention, causes death in order to eliminate suffering constitutes a murder contrary to the will of God. Discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome can be a legitimate refusal of over-zealous treatment. (Ex. 20:13, 23:7; Matt. 5:21; Acts 17:28)
- (U) **Love.** We believe that we should demonstrate love for others, not only toward fellow believers, but also toward those who are not believers, those who oppose us, and those who engage in sinful actions. We are to deal with those who oppose us graciously, gently, patiently, and humbly. God forbids the stirring up of strife, the taking of revenge, or the threat or use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such sinful actions. (Lev. 19:18; Matt. 5:44-48; Luke 6:31; John 13:34-35; Rom. 12:9-10; 17-21; 13:8-10; Phil. 2:2-4; 2 Tim 2:24-26; Titus 3:2; 1 John 3:17-18)

- (V) **Lawsuits Between Believers.** We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe that the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32)
- (W) **Missions.** We believe that God has given the church a great commission to proclaim the Gospel to all nations so that there might be a great multitude from every nation, tribe, ethnic group, and language group who believe on the Lord Jesus Christ. As ambassadors of Christ we must use all available means to go to the foreign nations and not wait for them to come to us. (Matt. 28:19-20; Mark 16:15; Luke 24:46-48; John 20:21; Acts 1:8; 2 Cor. 5:20)
- (X) **Giving.** We believe that every Christian, as a steward of that portion of God's wealth entrusted to him, is obligated to support financially his local church. We believe that God has established the tithe as a basis for giving, but that every Christian should also give other offerings sacrificially and cheerfully to the support of the church, the relief of those in need, and the spread of the Gospel. We believe that a Christian relinquishes all rights to direct the use of his tithe or offerings once the gift has been made. (Gen. 14:20; Prov. 3:9-10; Acts 4:34-37; 1 Cor. 16:2; 2 Cor. 9:6-7; Gal. 6:6; Eph. 4:28; 1 Tim. 5:17-18)

## Exhibit 2

### Procedures for Arbitration

#### **Section 1—Scope of Arbitration**

The parties must, prior to the selection of arbitrators, agree the scope of the matters to be considered by the arbitrators. In doing so the parties must conduct themselves with the utmost courtesy as befits believers in Jesus Christ. If the parties cannot agree upon the scope of the dispute for arbitration, the scope shall be determined by the arbitrators .

#### **Section 2—Submission to Arbitration**

- (A) The parties, as Christians, believing that lawsuits between Christians are prohibited by Scripture, and having agreed, according to Article 11 of the bylaws, to submit disputes to binding arbitration and to waive any legal right to take the dispute to a court of law, will refer and submit any and all disputes, differences, and controversies whatsoever within the agreed scope of arbitration to a panel of three arbitrators, to be selected as follows:
- (1) All arbitrators must be born-again Christians of good reputation in the community who affirm the corporation's Statement of Faith in its entirety.
  - (2) Each party shall submit a list of three proposed arbitrators to the other party, and the other party will choose one of the three proposed arbitrators to serve on the panel.
  - (3) The third arbitrator will be selected by mutual agreement of the other two arbitrators.
  - (4) In selecting the arbitrators, each party shall act in good faith in choosing Christian arbitrators who have no prior knowledge of the facts leading up to the dispute, are not related to or close friends with the selecting party, and who will act impartially and with fundamental fairness.
  - (5) No arbitrator may be an attorney.
  - (6) No arbitrator may be employed or ever have been employed by, or under the authority of, either party or any other arbitrator.
  - (7) The arbitrators will be selected as soon as possible but no later than 30 days after the parties have agreed to scope of the arbitration.
  - (8) The arbitration will be held at a neutral site agreed to by the arbitrators.
- (B) The arbitrators shall, subject to the provisions of these procedures, arbitrate the dispute according to the terms of these procedures, the Bible as interpreted by the corporation's Statement of Faith, and any applicable corporate documents.

- (C) Each party may be represented by counsel throughout the process at the party's own expense. Discovery will be allowed as needed, as determined in the discretion of the arbitrators. Formal rules of evidence shall not apply.

### **Section 3- Terms and Conditions of Arbitration**

- (A) The arbitrators shall have full power to make such regulations and to give such orders and directions as they shall deem expedient in respect to a determination of the matters and differences referred to them.
- (B) The arbitrators shall hold the arbitration hearing as soon as possible, but no later than thirty (30) days after the selection of the third arbitrator.
- (C) There shall be no stenographic record of the proceedings, and all proceedings shall be closed to media and any other individuals not directly involved in the proceedings.
- (D) Normally, the hearing shall be completed within (3) hours. The length of the hearing, however may be extended by the arbitrators in their discretion or an additional hearing may be scheduled by the arbitrators to be held promptly.
- (E) There will be no post-hearing briefs.
- (F) The arbitrators are to make and publish their award, in writing, signed by each of them concerning the matters referred, to be delivered to the parties no later than 48 hours from the conclusion of the hearing, unless otherwise agreed by the parties. The arbitrators may, in their discretion, furnish an opinion.

### **Section 4-Conduct and Rules of Hearing**

- (A) The arbitrators may, in their absolute discretion, receive and consider any evidence they deem relevant to the dispute, whether written or oral, without regard to any formal rules of evidence.
- (B) The parties and their respective witnesses must, when required by the arbitrators, attend and submit to examination and cross-examination under oath as to all or any of the matters referred to in the proceedings and to produce and deposit with the arbitrators any or all evidence within their possession or control concerning such matters.
- (C) If party defaults in any respect referred to in subsection 4(B), above, the arbitrators may proceed with the arbitration in their discretion as if no such evidence were in existence, insofar as it may be favorable to the party in default.



- (D) All presentations shall be controlled by the arbitrators. Any disputes regarding procedure shall be decided solely by the arbitrators.

### **Section 5—Duties of Arbitrators**

- (A) The arbitrators are to receive all evidence, prayerfully consider such evidence in an impartial manner, and render a decision which, based upon Scriptural principles, is fair to all parties.
- (B) The arbitrators have full power to order mutual releases to be executed by the parties, and either of the parties failing, such orders shall have the effect of a release, and may be duly acknowledged as such.
- (C) In the event that either party or a witness for either party shall fail to attend the arbitration hearing, after such a written notice to such party as the arbitrators shall deem reasonable, the arbitrators may proceed in the absence of such party or witnesses without further notice.

### **Section 6—Decision of Arbitrators**

- (A) It is preferred that the arbitrators reach a unanimous decision, but if a unanimous decision cannot be obtained, a majority decision will be accepted. The written decision of a majority of the arbitrators shall be final and binding on all parties, and judgment upon the award rendered by the arbitrators may be entered in any court having jurisdiction thereof. There is no appeal from the decision of the arbitrators.
- (B) Should any party commence legal proceedings against another party with respect to the agreed scope of the dispute or the binding decision of the arbitrators, with the exception of an action to enforce the decision of the arbitrators, that party shall pay to the other party all expenses of said proceedings, including reasonable attorneys' fees. In the event it becomes necessary for one party to commence legal proceedings to enforce the decisions of the arbitrators, the non-prevailing party must bear all the costs of said proceedings, including reasonable attorneys' fees.

### **Section 7—Parties to Cooperate**

No party shall unreasonably delay or otherwise prevent or impede the arbitration proceedings. No party will involve the news media in the dispute in any way. No party shall publicize the dispute in any way to anyone not a party to the proceedings, except as permitted by the arbitrators and except that party may disclose the proceedings of this arbitration to his or her spouse, legal counsel, accountants, insurance carrier, and as otherwise required by law.

### **Section 8—Costs and Expenses**

Each party shall pay his or her own costs and expenses related to presenting the party's case to the arbitrators. The costs of the arbitration, including any fees for the arbitrators is to be shared equally by both parties.

**Section 9—Amendments**

These Procedures of Arbitration may be revised or amended by a majority vote of the Board of Directors present and voting at any regular board meeting.

**Section 10—Adoption**

- (A) These Procedures for Arbitration were adopted by a majority vote of the Board of Directors.
- (B) These Procedures for Arbitration supersede any other Procedures for Arbitration previously adopted by the Board of Directors, if any exist.

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Date Approved

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Chairman, Board of Directors