

**BY-LAWS  
OF  
CHURCH OF THE HOLY SPIRITSONG, INC.**

**ARTICLE I OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of this Corporation is located at  
2040B North Dixie Highway, Suite 3 • Wilton Manors, FL 33305

**SECTION 2. CHANGE OF ADDRESS**

The Board of Directors may at any time, by resolution, change the principal office to another location in the State of Florida, without the requirement of an amendment to these By-Laws. The Secretary shall immediately advise the Florida Department of State of the new address.

**SECTION 3. OTHER OFFICES**

This Corporation may also have offices at such other places, within and outside of the State of Florida, as its activities may require and as the Board of Directors may from time to time designate.

**ARTICLE II NONPROFIT PURPOSES**

**SECTION 1. INTERNAL REVENUE SERVICE 501 (c)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

1. To establish Church of the Holy SpiritSong as a Bible-based church where all may come to experience God's presence through musical praise and worship, prayer, preaching, Bible teaching and fellowship.
2. To establish, support and maintain a Christian church where **ALL PEOPLE** will be welcomed, without discrimination of any nature, working together to propagate the Gospel of Jesus Christ and promoting Christian love, fellowship, outreach, education/discipleship, worship, service and community.
3. To serve as a Christian community bringing together those who have accepted JESUS CHRIST as their personal Savior, claiming the GOOD NEWS that God so loved the world that HE gave HIS only begotten SON, that whosoever believeth in HIM should not perish, but have everlasting life (JOHN 3:16).
4. To aid and encourage one another in our individual and corporate Christian faith and walk, to teach, train, and equip the members of Church of the Holy SpiritSong for active, life-changing ministry.

5. To abide by the spirit and intent of the Word of God as set forth in the Holy Bible, as well as Church of the Holy SpiritSong's Constitution, By-Laws, and Articles of Incorporation, in fulfilling the ministries of Church of the Holy SpiritSong for the glory of God and the building up of the Body of Christ.

### **ARTICLE III      GOVERNMENT**

The Government structure of Church of the Holy SpiritSong is specified in the Constitution of Church of the Holy SpiritSong, Section III.

### **ARTICLE IV      ELDERS**

The duties and responsibilities of the Council of Elders are specified in the Constitution of Church of the Holy SpiritSong, Section IIIA.

### **ARTICLE V      DIRECTORS**

#### **SECTION 1. NUMBER**

The Corporation shall have a minimum of five directors and collectively they shall be known as the Trustees. The Senior Pastor shall serve as the President of the Board of Trustees.

#### **SECTION 2. QUALIFICATIONS**

Trustees shall be of the age of majority in the State of Florida. Other qualifications for Trustees of this corporation shall be as follows:

1. A Trustee must be a member of Church of the Holy SpiritSong.
2. Trustees must meet the qualifications of Deacon as outlined in the Constitution, Section C – Deacons, Item 1. – Qualifications.

#### **SECTION 3. POWERS**

Subject to the provisions of the laws of the State of Florida, the activities and affairs of this Corporation shall be conducted and managed and all corporate powers shall be exercised by or under the direction of the Trustees.

#### **SECTION 4. DUTIES**

It shall be the duty of the Trustees to:

- (a) Prayerfully consider the spiritual counsel received from the Council of Elders with respect to all major voting issues.
- (b) Perform any and all duties imposed on them collectively or individually by law of the State of Florida, by the Articles of Incorporation or by these By-Laws and /or Constitution.

- (c) Ensure all Elders, Deacons, Trustees, officers, agents and employees of the corporation comply with the stipulations of the Constitution and these By-Laws.
- (d) Meet at such times and places as required by these By-Laws.
- (e) Develop, revise and enforce the By-Laws of the church and policies not regulated by the Elders.
- (f) Insure, build, repair and maintain property.
- (g) Set budget and maintain financial records of the church.
- (h) Manage and control investments.
- (i) Employ staff as required by the congregation.
- (j) Call congregational meetings.
- (k) Ensure that the church meets all legal requirements.
- (l) Manage and control gifts, legacies, and beneficiaries of any kind, which are received by the church.
- (m) Maintain or cause to be maintained a membership list.
- (n) Maintain or cause to be maintained a record of attendance at weekly and special services.

#### **SECTION 5. APPOINTMENT OF TRUSTEES**

Thirty (30) days prior to any congregational meeting, the Elders will present in writing to the membership, areas of service for which Trustees are needed. The membership will then be called upon to pray and seek God's wisdom in determining qualified people. Recommendations for Trustees will be submitted in writing by the membership to the Elders at the time of the Congregational meeting. The Elders will select Trustees from these recommendations or a recommendation brought forth by an Elder. Trustees will be placed into service before the congregation through prayer and the laying on of hands (Acts 6:1-6).

#### **SECTION 6. TERM OF OFFICE**

The term of office for all Trustees, with the exception of the President/Senior Pastor, which is for the duration of the Pastorate, shall be for three (3) years. The initial Board of Trustees will have staggered terms set forth by the Founding Pastor. There will be two (2) terms of three (3) years, one (1) term of two (2) years, and one (1) term of one (1) year.

#### **SECTION 7. COMPENSATION**

Trustees shall serve without compensation for their services as such, except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. However, if a Trustee performs services on behalf of this Corporation other than those related to his or her duties as Trustee, the Corporation is authorized and empowered to pay compensation for such services. The amount of such compensation shall be fixed from time to time by resolution of the Trustees in all cases the compensation paid to any such Trustee shall be reasonable and shall be given only in return for services actually rendered to the Corporation.

## **SECTION 8. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Trustees or at such other place as may be designated from time to time by resolution of the Trustees.

## **SECTION 9. REGULAR MEETINGS**

- (a) The Annual Meeting of the Trustees shall be held in September of each year on a date and at a time to be Fixed by the Trustees, unless the Trustees shall prescribe a different date.
- (b) In addition to the Annual Meeting, Regular Meetings of the Trustees shall be held monthly on the second Sunday of each month unless the Trustees shall prescribe a different date and time in the same month.

## **SECTION 10. SPECIAL MEETINGS**

Special Meetings of the Trustees may be called by the Chairperson of the Trustees, by the President, the Vice President, the Secretary, or by any two Trustees, or, if different, the persons specifically authorized by the laws of the State of Florida to call Special Meetings of the Trustees. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the Special Meeting.

Executive Sessions may be called by the Chairperson of the Trustees, the President, the Vice President, the Secretary, or any Trustee. They will follow Robert's Rules to make a motion to go into executive session. All Elders, Deacons, and Trustees may be present at this session and any member/s of the congregation that is invited to attend by a majority vote of the Trustees.

## **SECTION 11. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these By-Laws or any provision of the law of the State of Florida, the following provisions shall govern the giving of notice of meetings of the Trustees.

- (a) ANNUAL AND OTHER REGULAR MEETINGS. No notice need be given of any Annual Meeting or other Regular Meeting of the Trustees.
- (b) SPECIAL MEETINGS. At least seven (7) days' prior notice of each Special meeting shall be given to each Trustee by the Secretary of the Corporation. Such notice may be verbal or written and may be given personally or by first class mail, by telephone, by facsimile transmission or by e-mail. Such notice shall state the place, date and time of the meeting and the matter or matters proposed to be acted on at the meeting. In case of facsimile or e-mail notification, the Trustee so notified shall acknowledge personal receipt of the notice by a return message within twenty-four (24) hours of receipt of the facsimile or e-mail transmission.
- (c) For the purposes of giving a notice of any Special Meeting as aforesaid, or any other official notice, each Trustee shall register with the Secretary and keep current his or her mailing address, telephone number, facsimile number and/or e-mail address, and any notice of a Special Meeting or other official notice mailed to such mailing address, transmitted by facsimile to such number or transmitted to such e-mail address shall constitute valid and binding notice. Personal notification or notification by telephone shall also constitute valid and binding notice.
- (d) WAIVER OF NOTICE. Whenever any notice is required to be given to any Trustee of this

Corporation under provisions of the Articles of Incorporation, these By-Laws or the law of the State of Florida, a waiver of notice in writing signed by the Trustee, whether before, during or after the meeting, shall be equivalent to the giving of such notice as aforesaid.

## **SECTION 12. QUORUM FOR MEETINGS**

A quorum shall consist of two-thirds (2/3) of the members of the Trustees. Except as otherwise provided by the Articles of Incorporation, these By-Laws or provisions of the law of the State of Florida, no business shall be considered or conducted by the Trustees at any meeting at which the required quorum is not present. The only motion that the Chair may entertain at such a meeting is a motion to adjourn to a specified date and time. In such case, the Secretary or the President shall provide notice of the adjourned date and time to all absent Trustees following the same procedure as for a Special Meeting.

## **SECTION 13. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made, or any resolution approved, by any two-thirds (2/3) of the Trustees (rounded up) present at a meeting of the Trustees duly held either in person, via teleconference or through electronic media (e-mail) shall constitute the act of the Trustees, unless the Articles of Incorporation, these By-Laws or provisions of the law of the State of Florida require a greater majority or different voting rules for approval of a matter by the Trustees.

## **SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Trustees shall be presided over by the President of the Trustees, or in his or her absence, by the Vice President of the Trustees or, in the absence of each of these persons, by the Treasurer. The Secretary of the Corporation shall act as secretary of all meetings of the Trustees, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. These meetings may be held in person, via teleconference or electronic media, as deemed appropriate by the presiding officer. Procedure at all meetings of the Trustees and any committee shall be governed by the latest edition of ROBERT'S RULES OF ORDER, insofar as such rules are not inconsistent with the Articles of Incorporation, these By-Laws or with provisions of the law of the State of Florida.

## **SECTION 15. VACANCIES**

Vacancies on the Trustees shall exist on the death, resignation or removal of any Trustee. Any Trustee may resign effective upon giving written notice to the President, the Secretary, or the Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No Trustee may resign if the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of Florida. Trustees may be removed from office if he or she is no longer meeting the qualifications for Deacon as determined by the Elders, a Trustee may withdraw voluntarily by submitting a written resignation to the Elders, or a Trustee may be removed by a majority vote of the Elders and the remaining Trustees.

## **SECTION 16. NON-LIABILITY OF TRUSTEES**

As volunteers serving without compensation, the Trustees shall not, as such, be responsible for the debts, liabilities or other obligations of this Corporation.

## **SECTION 17. IDEMNIFICATION**

The Corporation shall have the power to, and shall, indemnify and hold harmless any person who is or was a party to any legal proceeding or action from any liability, costs or expenses of any nature whatsoever incurred by that person by reason of the fact that such person is or was a Trustee, officer, employee, representative, volunteer, agent or contributor of this Corporation, to the full extent permitted by the laws of the State of Florida.

## **SECTION 18. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of the law of the State of Florida, the Trustees may, but is not required to, adopt a resolution authorizing the purchase and maintenance of insurance (commonly referred to as Directors and Officers Liability Insurance) protecting, in accordance with policy provisions, any agent of the Corporation (including, but not limited to, a Director, officer, employee, representative, volunteer or other agent of the Corporation) against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of the law of the State of Florida.

## **ARTICLE VI. OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have such other officers with such titles as the Trustees may determine from time to time.

### **SECTION 2. QUALIFICATIONS**

Any Trustee may serve as an officer of this Corporation.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

The initial officers shall be appointed by the founding Pastor. Thereafter, officers shall be elected by the Trustees, at the beginning of each cycle, and as necessary, and each officer shall hold office until he or she resigns or is removed or is disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 4. REMOVAL AND RESIGNATION**

- (a) A Trustee may be removed if he/she is no longer meeting the qualifications for Deacon as determined by the Elders.
- (b) A Trustee may also withdraw voluntarily by submitting a written resignation to the Elders.
- (c) A Trustee may be removed by a majority vote of the Elders and the remaining Trustees.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, or removal of any officer shall be filled by the Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Trustees shall fill the vacancy. Vacancies occurring in offices of those officers appointed at the discretion of the Trustees may or may not be filled, as the Trustees shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Trustees, supervise and control the affairs of the Corporation and the activities of the officers and employees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law of the State of Florida, by the Articles of Incorporation, by the Constitution, or by these By-Laws, or which may be prescribed from time to time by the Trustees. The President shall preside at all meetings of the Trustees. Except as otherwise expressly provided by law, by Articles of Incorporation, by the Constitution, or by the By-laws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Trustees.

## **SECTION 7. DUTIES OF THE VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall function as Chairperson of the Board of Trustees at all Board of Trustees meetings. In the event of a vacancy in the offices of President, the Vice-President shall act as President until a President is appointed. The Vice President shall have such other powers and shall perform such other duties as may be prescribed by the law of the State of Florida, by the Articles of Incorporation or by these By-Laws, or which may be prescribed from time to time by the Trustees.

## **SECTION 8. DUTIES OF THE SECRETARY**

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original, or a copy, of the Articles of Incorporation and of these By-Laws, as amended to date;
- (b) Keep at the principal office of the Corporation, or at such other places as the Trustees may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees or other committees of the Corporation, recording therein the date, time and place of holding of the meeting, whether an Annual, other Regular or Special Meeting, how called and how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are properly given in accordance with these By-Laws, the Articles of Incorporation, the Constitution, or as required by the law of the State of Florida.
- (d) Be the custodian of the records and of the seal of the Corporation and affix the seal, as required or authorized by the law of the State of Florida or by these By-Laws, to duly executed documents or instruments of the Corporation;

- (e) Keep at the principal offices of the Corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any Trustee of the Corporation, or to the President, Vice President or Treasurer of this Corporation, or to his or her agent or attorney, on request therefor, the Articles of Incorporation, these By-Laws, the minutes of the proceedings of the Trustees and all committees of this Corporation and all other corporate documents.
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by the law of the State of Florida, by the Articles of Incorporation, or by these By-Laws or which may be prescribed from time to time by the Trustees.
- (h) Maintain confidentiality of all personal information in files.
- (i) Maintain a membership list.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of this Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as may be selected by the Trustees.
- (b) Receive, and give receipt for, all monies due and payable to the Corporation, and all gifts and contributions to the Corporation, from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Trustees, taking proper vouchers for such disbursements in accordance with the following: the Senior Pastor and Treasurer, together, are authorized to expense from one dollar (\$1) to two hundred fifty dollars (\$250). Expenses greater than two hundred fifty dollars (\$250) must meet Trustee approval.
- (d) Maintain or cause to be maintained adequate and correct accounts of the Corporation's real and personal property, funds, securities and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records with the exception of individual contribution records to any Trustee of the corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and Trustees, whenever requested, and in any event at every Annual or Regular Meeting of the Trustees, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
- (g) Prepare, or cause to be prepared, and certify the financial statements of the Corporation to be included in any required reports, tax returns and similar documents.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the law of the State of Florida, by the Articles of Incorporation, the Constitution, or by these By-Laws, or which may be prescribed from time to time by the Trustees.
- (i) Count and record weekly offerings with a second Trustee, Elder, Deacon or staff member.
- (j) Make written monthly reports for all Board of Trustee Meetings.



## **ARTICLE VII      MEMBERSHIP**

The role of membership of Church of the Holy SpiritSong is as stated in the Constitution, Section IV.

## **ARTICLE VIII      COMMITTEES**

### **SECTION 1. COMMITTEES**

The Trustees and/or Council of Elders may appoint committees from time to time as deemed necessary. These committees may consist of persons who are not also Trustees and shall act in an advisory capacity.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the Trustees, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the Trustees and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Trustees or by the committee. The Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

## **ARTICLE IX      EDUCATION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EDUCATION OF INSTRUMENTS**

Except as otherwise provided in these By-Laws or by provision of the law of the State of Florida, the Trustees may authorize the President and any other officer, agent or employee of the Corporation, separately or in combination, to enter into any contract or agreement and to execute and deliver, in the name of and on behalf of the Corporation, any deed, mortgage, bond, contract, agreement of other instrument, and such authority may be general or limited to a specific instance or instances. Unless so authorized, neither the President nor any other officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract, agreement or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Trustees, or as otherwise required by the law of the State of Florida, all checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by another member of the Trustees.

### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Trustees may select. However, funds that are not needed for current expenses may be invested in such securities and on such terms and conditions as the Trustees may prescribe, provided always that such investments are legal investments for Savings Banks in the State of Florida.

#### **SECTION 4. GIFTS**

The Trustees may accept on behalf of the Corporation any conditional or unconditional gift, contribution, grant, bequest or devise for the nonprofit purposes of this Corporation.

### **ARTICLE X CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

This Corporation shall keep and maintain at its principal office or at such other place as the Trustees may determine:

- (a) Minutes of all meetings of Trustees, committees of the Trustees and, of all meetings of members, indicating the date, time and place of holding of such meetings, whether an Annual, other Regular or Special Meeting how called and how notice thereof was given (in the case of any meeting other than a scheduled Annual or other regular Meeting), and the names of those present and the proceedings thereof. Once such minutes have been approved by the Trustees or committee involved, they shall be signed by the Secretary and shall constitute the official record of the meeting.
- (b) Adequate and correct books and records of account, including accounts of the Corporation's real and personal property and funds and securities, its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, indicating their names and addresses and, if applicable, the termination date of any membership.
- (d) A copy of the Corporation's Articles of Incorporation, Constitution and By-Laws as amended to date, which shall be open to inspection by the members of the Corporation at the reasonable times during office hours.
- (e) All other records of the affairs, activities and correspondence of the Corporation, copies of all contracts, agreements or other instruments entered into by the Corporation, and such other records as are required by provisions of the law of the State of Florida or the Federal Internal Revenue Code or any other applicable provision of Federal law.

#### **SECTION 2. CORPORATE SEAL**

The Trustees shall adopt and use a corporate seal. Such seal shall be circular and shall bear the name of the Corporation around the border, shall include the designation "not for profit" and shall show the state of incorporation "Florida" and the year of incorporation "1999". The corporate seal shall be in the custody of the Secretary, who shall safeguard it at the principal office of the Corporation. As appropriate, the corporate seal shall be affixed or embossed on all instruments of this Corporation but failure to affix or emboss the seal on any instrument shall not in any way affect the validity of such instrument. At the option of the Secretary, the seal may be used in printed facsimile form rather than being affixed or embossed.

### **SECTION 3. TRUSTEES INSPECTION RIGHTS**

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, the Constitution, other provisions of these By-Laws, and provisions of the law of the State of Florida.

### **SECTION 4. MEMBERS INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect the record of members names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To inspect at any reasonable time the books, records, with the exception of individual contribution records, or minutes of proceedings of the members or of the Trustees or committees of the Trustees, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- (c) Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, the Constitution, and other provisions of these By-Laws, and provisions of the law in the State of Florida.

### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection authorized under this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and to make extracts of any records or documents.

### **SECTION 6. PERIODIC REPORTS**

The Trustees shall cause any annual or periodic report, including any required tax returns, to be prepared, signed and delivered to the appropriate office or department of the State of Florida or the Internal Revenue Service or other Federal agency, within the limits set by the law of the State of Florida or by the Federal Internal Revenue Code or other provisions of Federal law.

## **ARTICLE XI     INTERNAL REVENUE CODE SECTION 501 (C) (3) TAX EXEMPTION PROVISIONS**

### **SECTION 1. PURPOSES**

This Corporation is organized exclusively for one or more purposes as specified in Section 501 (c) (3) of the Internal Revenue Code or the Corresponding section of any future Federal Tax Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

## **SECTION 2. NEGATION OF PECUNIARY GAIN AND LIMITATION ON ACTIVITIES**

This Corporation is not organized for pecuniary profit. It shall not have power to issue certificates of stock or declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, if any, incorporators, directors or officers or to any other private persons or entities, 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 in Article III, Section 2 of the Articles of Incorporation. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of the Articles of Incorporation or of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue 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.

## **SECTION 3. DISSOLUTION OF THIS CORPORATION**

Upon the dissolution of this Corporation, the assets remaining after the payment of all debts, liabilities and obligations of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code or shall be distributed to the Federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Any such distribution shall be made in accordance with the applicable laws of the State of Florida.

## **ARTICLE XII      NONDISCRIMINATION**

This Corporation shall enforce a strict policy of nondiscrimination on the basis of marital or familial status, health or HIV status, physical challenge, race, color, religion, creed, nationality, national origin, language, age, political views, gender, gender identification, sexual orientation, or economic status in all its activities, including, but not limited to, employment, volunteer service, election to office, participation in committees, attendance at and participation in religious services, concerts, social events and all other events held or sponsored by this Corporation, and access to any and all other events held or sponsored by this Corporation, and access to any and all of the services, support or assistance provided by this Corporation, in accordance with our doctrine of faith.

## **ARTICLE XIII      AMENDMENT OF THESE BY-LAWS**

Except as may be otherwise specified by the law of the State of Florida, these By-Laws may be altered, amended or repealed, and new or restated By-Laws may be adopted at any time by the Trustees; provided that, as long as this Corporation chooses to be and remain tax-exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code, or under the corresponding section of any future Federal Tax Code, no amendment or alteration of any nature shall be made to the provisions of Article VII of these By-Laws, except for any amendment or alteration which may become necessary for this Corporation to remain in compliance with the said Section 501 (c) (3) or the corresponding section of any future Federal Tax Code.

#### **ARTICLE XIV      AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Trustees, whenever it deems it necessary, may adopt amendments to the Articles of Incorporation of this Corporation at any meeting by a majority vote of directors then in office in accordance with the provisions of Section 617.1002 (1) (b), Florida Statutes; provided that as long as this Corporation chooses to be and remain tax-exempt under the corresponding section of any future Federal Tax Code, no amendment or alteration of any nature shall be made to the provisions of Section 1 of Article III or to Articles VII and VIII of the Articles of Incorporation, except for any amendment or alteration which may become necessary for this Corporation to remain in compliance with the said Section 501 (c) (3) or the corresponding section of any future Federal Tax Code.

The Secretary shall immediately file Articles of Amendment embodying any amendment or amendments adopted by the Trustees with the Florida Department of State as required by law.

#### **ARTICLE XV      CONSTRUCTION**

- (a) If there is a conflict between any provisions of these By-Laws, the Constitution, and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.
- (b) Should any of the provisions of portions of these By-Laws be held to be unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall continue in full force and effect and shall be unaffected by such holding.
- (c) Every reference in these By-Laws to “the law of the State of Florida” shall include, where appropriate, reference to any Federal law that may be specifically applicable to the situation involved.

#### **ADOPTION OF BY-LAWS**

WE THE UNDERSIGNED, all being Trustees of Church of the Holy SpiritSong Inc., do hereby consent to and adopt the foregoing By-Laws, consisting of fourteen (14) pages, as the By-Laws of this Corporation with effect from the 27th day of February, 2002.

DATED \_\_\_\_\_

TRUSTEE: \_\_\_\_\_

TRUSTEE \_\_\_\_\_

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