

## BYLAWS OF CALVARY CHAPEL OF SAINT PETERSBURG, INC.

### ARTICLE 1 - NAME

The name of the Corporation is Calvary Chapel of St. Petersburg, Inc., hereinafter referred to as the "Church."

### ARTICLE 2 - RELIGIOUS FOUNDATION

#### Section 2.1 - Mission Statement

The Church exists as a movement of the gospel of Jesus for all people.

#### Section 2.2 - Vision Statement

We will accomplish this through gospel-centered, community, service, multiplication, and teaching.

#### Section 2.3 - Statement of Faith

1. We believe that there is one living and true God, eternally existing in three persons: the Father, the Son, and the Holy Spirit, equal in power and glory; that this triune God created all, upholds all, and governs all. (Genesis, Deuteronomy 6:4, Isaiah 45:21-22, Matthew 28:19, Colossians 1:16, 1 Corinthians 8:6).
2. We believe in God the Father, an infinite, personal Spirit, perfect in holiness, wisdom, power and love; that He concerns Himself mercifully in the affairs of men; that He hears and answers prayer; that He saves from sin and death all who come to Him through Jesus Christ. (Deuteronomy 33:27; Psalms 90:2; Psalms 102:27; John 3:16 and 4:24; 1 Timothy 1:17; Titus 1:3).
3. We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings, His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal, visible return to earth. (John 1:1, 14, Matthew 1:18-25, 2 Corinthians 5:21, 1 Peter 3:18, 1 Corinthians 15:3-4, Hebrews 10:12-13).
4. We believe in the Holy Spirit, who came forth from the Father and Son to convict the world of sin, righteousness and judgment, and to regenerate, sanctify and empower in ministry all who believe in Christ. We believe the Holy Spirit indwells every believer in Jesus Christ and that He is an abiding Helper, Teacher and Guide. We believe in the present ministry of the Holy Spirit and in the exercise of all biblical gifts of the Spirit as reflected through the fruit of that same Spirit. (John 14:16-17, John 16:7-11, Titus 3:5-6, Romans 8:9, 1 Corinthians 6:19-20, Ephesians 1:13-14, Acts 1:8, Romans 12:6-8, 1 Corinthians 12-14, 1 Peter 4:10-11).
5. We believe that God created human beings, male and female, in His own image. He created them sinless, equal in value, dignity, and worth. According to His purpose and design, men and women are created to fulfill distinct but complementary roles in the contexts of marriage, family, and the local church. (Genesis, Ephesians 5:22-6:4, 1 Timothy 3:1-7).
6. We believe that all people are by nature separated from God and responsible for their own sin, but that salvation, redemption, and forgiveness are freely offered to all,



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apart from works, by the grace of our Lord Jesus Christ. When a person repents of sin and accepts Jesus Christ as personal Savior and Lord, trusting Him to save, that person is immediately born again and sealed by the Holy Spirit, all his/her sins are forgiven, and that person becomes a child of God, destined to spend eternity with the Lord. (Romans 3:10, Romans 3:23, Romans 5:18-19, Matthew 1:21, 1 John 4:14, John 14:6, Acts 4:12, Ephesians 2:8-9, Romans 10:9).

7. We believe that all the Scriptures of the Old and New Testaments are the Word of God, fully inspired without error in the original manuscripts, and the infallible rule of faith and practice. (2 Timothy 3:16-17, 2 Peter 1:21, John 10:35).
8. We believe in the personal, visible return of Jesus Christ the consummation of his kingdom, the resurrection of his children from the dead, the renewal of all things, when heaven and earth are summed up in Christ and God's glory will cover the earth as the waters cover the sea. (Revelation, Acts 1:11).

### ARTICLE 3 - OFFICES

#### Section 3.1 - Principal Office

The principal office for the transaction of the business of the Church ("principal executive office") is 8900 US Hwy 19 N; Pinellas Park, Florida; 33782. The Board of Directors of the Church may change the principal office from one location to another.

#### Section 3.2 - Other Offices

The Board may at any time establish a branch of subordinate offices at any place or places where the Church is qualified to do business.

### ARTICLE 4- NONPROFIT STATUS

The Church is a nonprofit corporation under Florida Department of State's Division of Corporations. Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

### ARTICLE 5 - PURPOSES

The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding that, the Church's purposes also may include limited participation in any taxable activities permissible under its 501(c)(3) designation. More particularly, but without limitation, the purposes of this Church are:

- a. to promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, etc.
- b. to ordain, employ and discharge ordained ministers of the gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere;
- c. to collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Florida and elsewhere;



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- d. to make distributions to organizationsthat qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; and
- e. to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church; provided, however, no act may be performed that would violate Section 501(c)(3) of the Internal Revenue Code, as it now exists or as it may be amended.

### ARTICLE 6 - DISCRIMINATION POLICY

This Church, including its educational programs and Church-sponsored activities, admits students of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to students or other participants in any of its educational or Church- sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration ofits educational policies, admissions policies, scholarships and loan programs, and other educational or Church- sponsored programs.

### ARTICLE 7 - DEDICATION OF ASSETS

The properties and assets of the Church are irrevocably dedicated to religious or charitable purposes and objectives. No part of the net earnings, properties or assets of the Church, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any attendee or director of this Church.

### ARTICLE 8- MEMBERSHIP

The Church shall have no members. All corporate powers shall be exercised by or under the authority of, and the affairs of the Church shall be managed under the direction of, the Church's Board of Directors.

### ARTICLE 9 - ARTICLES OF FAITH

#### Section 9.1 - Statement of Biblical Authority

At the center of Christian faith and practice stands the belief that God has spoken to the world in the person and work of Jesus Christ, which is accurately and authoritatively revealed in the Christian Bible ("the Bible," "Scripture" or "the Scriptures"). The Bible is the inspired, inerrant and sufficient Word of God and is thus the ultimate authority for life, faith and morals. Though the various theological statements of the Church reflect succinct summaries of biblical boundaries, it is the Bible itself to which we are in ultimate submission.

Those who call the Church their home have the responsibility and opportunity to engage Church Elders and staff on areas of theological disagreement. For purposes of the Church's faith, doctrine, practice, policy, and discipline, our Lead Pastor, in agreement with the Board and Pastoral Elders, is the Church's final interpretive authority on the Bible's meaning and application.

#### Section 9.2 - Statement on Marriage & Sexuality



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It is the Church's position that marriage involves the union of one man and one woman in permanent sacred fidelity. Though various cultures and customs have evolving definitions of marriage, it is God alone who has ultimate authority to prescribe and describe the marital relationship (Genesis, Matthew 19: 1-9, Mark 10:1-12).

Furthermore, sexual intimacy is only properly exercised and pursued within the confines of this marital relationship. Sexual immorality, defined as any sexual activity outside of the boundaries of the sacred marital relationship between one man and one woman, is clearly and expressly prohibited by the Lord (Matthew 15:19, 1 Corinthians 6:9-11, 1 Thessalonians 4:3, Hebrews 13:4 ).

As a consequence, the Church regards any and all forms of sexual immorality, including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, pornography or even lustful intent toward such, as sinful and ultimately unsatisfying. Moreover, the Church also regards as sinful the intent or desire to surgically alter one's biological sex to a different sex. Since the body is a creation of God, the Church holds sexual identity to be biologically determined. As such, gender norms are to be observed in accord to biblical standards. Disagreement with one's biological sex only leads to spiritual confusion and emotional chaos (Genesis, Romans 1:26-32, 1 Corinthians 6:9-11 ). To preserve the integrity of the Church as the local Body of Christ, and to provide a Biblical example to the Church and its community, it is imperative that all persons employed by the Church in any capacity or united to the Church through regular attendance abide by and agree to this "Statement on Marriage and Sexuality" and conduct themselves accordingly.

Though sinful sexual expression is egregious (as is all sin), the gospel provides redemption

and restoration to all who confess and forsake their sin, seeking mercy and forgiveness through Jesus Christ (1 Corinthians 6:9-11, Ephesians 2:1-10, Titus 3:3-7). Furthermore, there is a difference between temptation and unrepented sin. Jesus was tempted in all ways as we are, yet He never sinned.

Employees, volunteers and attendees of the Church wrestling with all manner of sexual temptation will find this Church ready to point them to Jesus and join them to fight for their obedience to Christ. Jesus called the weary and heavy-laden to Himself. As a church desiring to follow Christ fully, the Church will be a safe place for men and women fighting sexual temptations of all kinds. For those fighting temptation and repenting of sin, the Church will provide love, care and direction (Matthew 11 :28-30, 1 Corinthians 10: 13, Hebrews 2:17-18, Hebrews 4:14-16).

This "**Statement on Marriage and Sexuality**" does not provide grounds for bigotry, bullying or hate, as we fully believe that every person must be afforded compassion, love, kindness, respect and dignity, regardless of his or her lifestyle. Hateful and harassing behavior or attitudes directed toward any individual are sinful and are not in accordance with the Scriptures nor the doctrines of the Church.

This "**Statement on Marriage and Sexuality**" does give the Board the right and authority to prohibit acts or omissions, including but not limited to (a) permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be - or, in the sole determination of the Board, could be perceived by any person to be - inconsistent with this "**Statement on Marriage and Sexuality**"; and (b) permitting any Church facilities to be used by any



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person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than that contained in this Section.

The Church's "**Statement on Marriage and Sexuality**" is based upon God's will for human life as shown through Scriptures, upon which this Church has been founded and anchored, and this statement shall not be subject to change through popular vote; referendum; prevailing opinion of attendees or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

### **ARTICLE 10 - JESUS CHRIST, LEAD PASTOR, DIRECTORS, BOARD CHAIRMAN, OFFICERS, ELDERS, AND DEACONS**

#### **Section 10.1 - Jesus Christ**

The government of the Church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in authority shall continually seek His mind and will, through His Spirit and the Holy Scripture in all actions and decisions. (Matthew 16:18, I Peter 5:4)

#### **Section 10.2 - Lead Pastor**

The Lead Pastor shall guide the Church to find its hope, joy and growth through Jesus Christ. Whether in public or private, his life will be marked by love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control.

As President and Chief Executive Officer of the corporation, the Lead Pastor will oversee the daily business affairs of the Church and lead the Church's Associate Pastors, Shepherding Elders, Staff and Church ministries. He also, after having consulted with the Board, Pastoral Elders and Shepherding Elders, will make the final determination regarding ecclesiastical or religious doctrine questions.<sup>1</sup>

The Lead Pastor will serve as a full, voting member of the Board of Directors, but will not serve as Board Chairman.

The minimum qualifications for Lead Pastor shall be no less than those listed in 1 Timothy 3:1-7, I Peter 5:1-3 and Titus 1:6-9, including the requirement that he be a man.

The Board will set the Lead Pastor's overall compensation. It will provide, when possible, adequate salary, housing allowance, health insurance, expense allowance, conference funds, vacation time, continued education, pension, and other special funds as needed for his ministry. The Church, through Board approval, shall also defray the costs of sending the Lead Pastor to out-of-town conferences or conventions that will assist the Church.

Terminating the employment of the Lead Pastor requires a three-fourths (3/4) vote of the Board (excluding the vote of the Lead Pastor). If such a vote is secured, the Board will present its recommendation to the Pastoral and Shepherding Elders during a called Special meeting. The Lead Pastor will be given an opportunity to present a rebuttal. Should two-thirds (2/3) of the Directors and Elders concur with the recommendation, the Lead Pastor's employment will be terminated.

<sup>1</sup> Approved 12/4/2022 Board Meeting



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In the event of a vacancy of the Lead Pastor, the Board of Directors shall constitute a nominating committee. This committee shall seek, find, and nominate a candidate to the Board of Directors for consideration. Election shall be by three-fourths (3/4) vote of the Directors, Pastoral and Shepherding elders.

The resigning or retiring Lead Pastor may nominate, in conjunction with the Board of Directors, a successor and/or participate in the selection of his successor, but he may not participate in the election vote.

### **Section 10.3 - Directors**

Directors together form the Board of Calvary Chapel of St. Petersburg. They are to provide insight and oversight to the Corporation. The Board shall consist of no more than 12 members, and no less than three.

Aside from the Lead Pastor, who is a Director and full, voting member of the Board, Directors are not employees of the Church and are not paid for their service. They are, however, Shepherding Elders and meet the qualifications thereof.

The Directors shall oversee the church primarily through managerial delegation to the Lead Pastor and his Associate Pastors. They shall gather to pray and review the progress of the Church, formally or informally, as frequently as needed and by mutual consent. They do not, however, dictate the daily operations of the church; that is the Lead Pastor's responsibility.

All powers of the corporation shall be controlled by the Board. Those powers include, but are not limited to, the:

- A. Selecting and removing all officers, agents, and employees of the corporation;

- B. Conducting, managing and controlling the affairs and business of the corporation;
- C. And borrowing money and incurring indebtedness for the purpose of the corporation, and for that purpose to authorize to be executed and delivered in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and securities.

At a minimum, Directors must meet the requirements of 1 Timothy 3:1-7, 1 Peter 5:1-3 and Titus 1:6-9, which includes the provision that they be men. Beside their service to the Board, they must regularly involve themselves in the life and ministry of the Church. Any Director member may be removed by majority vote of the Board.

The Lead Pastor, along with any other Director, may nominate a qualified individual from among the active Shepherding Elders to join the Board. The nominee may join the Board upon securing a unanimous vote of the Board. Directors, with the exception of the Lead Pastor, are elected to three-year terms. They then will be required to take a year off between terms. A former Director may rejoin in a year or thereafter if he secures a unanimous vote of support. A Director's three-year term may be extended in one year increments upon securing a unanimous vote of the Board.<sup>2</sup>

Board terms are established as follows:

BOD-1 -Term ending December 31, 2016, and every 3 years thereafter;

- i. Seat One: \_\_\_\_\_

<sup>2</sup> Approved 11/14/21 Board Meeting



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- ii. Seat Two: \_\_\_\_\_

BOD-2 - Term ending December 31, 2017,  
and every 3 years thereafter;

- i. Seat Three: \_\_\_\_\_  
ii. Seat Four: \_\_\_\_\_

BOD-3 - Term ending December 31, 2018,  
and every 3 years thereafter;

1. Seat Five: \_\_\_\_\_  
2. Seat Six: \_\_\_\_\_

### **Section 10.4 - Board Chairman**

Each year the Board will select from its members a Chairman to lead its efforts. The Chairman shall be elected by a majority vote. His Chairmanship may be removed or replaced in the same manner. The Chairman will set the Board agenda and preside over meetings. In December of each year, he will create and then present with the Lead Pastor an annual report of the status and condition of the corporation.

During the absence or disability of the President, the Chairman shall exercise all the powers and discharge all the duties of the President and Chief Executive Officer.

### **Section 10.5 - Officers**

The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board appoints. Only the Secretary and Treasurer offices may be held by the same person. The office of President must be held by a member of the Board of Directors.

#### **10.5.1 President**

The President of the Corporation will be the Lead Pastor of the Church. As President, he shall, along with the Secretary, and with the

approval of the Board, sign all certificates, contracts, deeds and other instruments of the corporation.

#### **10.5.2 Vice President**

In the absence or disability of the President and Chairman, the Vice President shall perform temporarily all the duties of the President, and in so acting shall have all the powers of the President until the Board of Directors take action on the vacancy. The Vice President shall also have other powers and duties as may be prescribed by the Board of Directors.

#### **10.5.3 Secretary**

The Secretary shall keep a full and complete record of all the proceedings of the Board of Directors; shall keep the seal of the corporation and affix it to such papers as may be required in the regular course of business; shall make services of such notices as may be necessary or proper; shall supervise the keeping of records of the corporation; and shall discharge such other duties of the office as prescribed by the Board of Directors. The Secretary must meet the requirements of I Timothy 3:8-13, which includes the provision that she may be a woman.

#### **10.5.4 Treasurer**

The Treasurer shall oversee the receiving and safekeeping of all funds of the corporation and the depositing of those funds in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the President, Secretary, or Treasurer, or by such officers and individuals as may be designated by the Board of Directors. The Treasurer must meet the requirements of I Timothy 3:8-13, which includes the provision that she may be a woman.

### **Section 10.6 - Elders**



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Calvary Chapel of St. Petersburg has two types of Elders: Pastoral and Shepherding.

### 10.6.1 Pastoral Elders

The Lead Pastor's role and responsibilities are covered by Section 10.2 of these Bylaws. He shall work with a group of men called Associate Pastors. The Lead Pastor will define his Associates' ministries and responsibilities. They will serve under his direction facilitating the health and direction of the church.

The minimum qualifications for Associate Pastors shall be no less than those listed in 1 Timothy 3:1-7, 1 Peter 5:1-3 and Titus 1:6-9, including the requirement that they be men. The Lead Pastor shall appoint, and the Board of Directors shall ordain, an Associate Pastor to share in ministry.

The Lead Pastor will recommend to the Board, for majority approval, the overall compensation of Associate Pastors. The Lead Pastor will have the latitude, after securing majority agreement of the Board, to end the employment of an Associate Pastor.

### 10.6.2 Shepherding Elders

Shepherding Elders fulfill the spiritual direction given by the Pastoral Elders. Their minimum qualifications shall be no less than those listed in 1 Timothy 3:1-7, 1 Peter 5:1-3 and Titus 1:6-9, including the requirement that they be men. The number of Shepherding Elders shall be left to the discretion of the Lead Pastor, based on the needs of the congregation. Unlike Pastoral Elders, Shepherding Elders will not be paid for their service to the congregation, with the exception of paid church staff members that are also Shepherding Elders, who are paid for their

staff work, but not for their service as a Shepherding Elder.<sup>3</sup>

Shepherding Elders will be nominated by the Lead Pastor and approved by a majority vote of the Board. A Shepherding Elder is elected for his lifetime. He may resign, or be removed from office for cause. In the case of removal for cause, a written notice of proposed removal shall be presented to the Board by the Lead Pastor at least 10 days prior to the meeting at which the removal will be discussed. The Shepherding Elder shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. If the Shepherding Elder is being removed because he no longer attends our church, no opportunity to answer charges is required if there is no response to a solicitation for a resignation. Removing a Shepherding Elder for cause requires a majority vote of the Board. If the Shepherding Elder resigns, no written notice or vote is required. Any such action is to be formally recorded in Board meeting minutes so as to maintain accurate Shepherding Elder voter rolls<sup>4</sup>.

### 10.6.3 Deacons

Deacons will be nominated by the Lead Pastor and approved by a majority vote of the Board. They may be men and/or women and will operate under the direction of Pastoral Elders to meet the long- and short-term needs of the Church. Deacons will serve a term of three to five years with a year off between terms. Deacons may resign or be removed from office for a valid cause. A written notice of proposed removal shall be presented to the Board by the Lead Pastor at least 10 days prior to the meeting at which the removal will be discussed. The Deacon shall have the opportunity to answer the charges in the

<sup>3</sup> Approved 11/12/23 Board Meeting

<sup>4</sup> Approved 3/7/21 Board Meeting



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presence of his or his accusers, but shall not be present during the discussion and vote on his removal. Removing a Deacon requires a majority vote of the Board.

### **ARTICLE 11 - PLACE OF MEETINGS; MEETINGS BY TELEPHONE**

Regular meetings of the Board may be held at any place within or outside the State of Florida that has been designated by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Church. Special meetings of the Board shall be held at any place within or outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Church. Notwithstanding the above provisions of this section, a Regular or Special meeting of the Board may be held at any place consented to in writing by all of the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, Regular or Special, may be held by conference telephone or similar audio or audiovisual communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present at such meeting.

#### **Section 11.1 - Regular Meetings**

Regular meetings of the Board shall be held at a time frame fixed by the Board. Such regular meetings may be held without notice. The Board is required to have a minimum of one (1) meeting per year, which will be in December.

#### **Section 11.2 - Annual Meetings**

The Board of Directors shall meet on or before December 31st each year. At the Annual

Meeting, the Board of Directors will discuss and approve the church's budget proposal for the following year. Also at this meeting, the Secretary shall present the anniversary dates and terms for each Director (pursuant to Article 10.3) as they will be realized in the following year, and will especially note those Directors whose terms will be expiring during the following year.

#### **Section 11.3 - Special Meetings**

Special Meetings may be called at any time by the President, Chairman of the Board or by any two (2) Directors. Notice of the time and place of a Special meeting will be given to Board members verbally or in writing at least a week before the meeting.

#### **Section 11.4 - Quorum**

A quorum for a Regular and Annual meetings will consist of a majority of elected Directors attending the meeting, whether in person or by telephone. A quorum for a Special meeting will consist of a majority of elected Directors and, if needed per Section 10.2 of these Bylaws, Pastoral and Shepherding Elders physically attending. A method for absentee voting shall be established prior to issuing a Special meeting notice; those who can vote will be instructed in the option's use.

### **ARTICLE 12 - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

#### **Section 12.1- Indemnification**

Every person who now is or hereafter shall be a Director, Officer, Employee, or representative of the Church (collectively an "**Agent**") shall be indemnified by the Church against all costs and expenses (including legal counsel fees) hereafter reasonably incurred by or imposed upon the Agent in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which the



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Agent is or shall be made a party by reason of the Agent being or having been a Director, Officer, Employee, or representative of the Church (whether or not the Agent is a Director, Officer, Employee or representative of the Church at the time the Agent is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon the Agent) except in relation to matters as to which the Agent shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the Agent's duties as such Director, Officer, Employee or representative or having acted outside the scope of the Agent's responsibilities as a Director, Officer, Employee, or representative. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

### **Section 12.2 – Insurance**

The Board authorizes the purchase and maintenance of insurance on behalf of any Agent of the Church against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not this Church would have the power or obligation to indemnify the Agent against that liability under the provisions of this section of the Bylaws.

## **ARTICLE 13- RITES OF ORDINATION, QUALIFICATIONS, PROCEDURES, COMMISSIONING**

### **Section 13.1 - Principle of Pastoral Ordination**

Calvary Chapel Saint Petersburg recognizes that God is a God of order (1 Corinthians 14:33, 40), and that He brings spiritual order to His Church through the process of ordaining certain men to serve in the capacity as pastors (Ephesians 4:11).

This principle of ordination is to establish and maintain the spiritual order and structure of the church that ensures its continued efficacy and edification. The purpose of this article is to provide for the ordination rites of pastors within the church body of Calvary Chapel Saint Petersburg.

### **Section 13.2 - Pastoral Qualifications**

A. A candidate for pastoral ordination must exhibit an evident calling and desire to effectively nurture, comfort, correct, and protect those who comprise the local body of believers of Calvary Chapel St. Petersburg. (Ephesians 4:11).

B. A candidate for pastoral ordination must meet the scriptural requirements of men who aspire to serve in the office of elder, as described in the Holy Bible (1 Timothy 3:1-7; Titus 1:6-9).

C. A candidate for pastoral ordination who is a Shepherding Elder must be in good standing, have completed two (2) years of Bible study at an institution approved by the lead pastor and/or two (2) years of experience actively and faithfully serving in a pastoral capacity that aligns with biblical standards.

D. A candidate for pastoral ordination must be in full agreement with the Mission, Vision, and Statement of Faith of Calvary Chapel Saint Petersburg.

E. A candidate for pastoral ordination must maintain a consistent, personal, devotional lifestyle of prayer and study in God's Word (Acts 6:4). Moreover, he should be willing and able to personally impart this spiritual



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discipline to others who are lacking in this area of their spiritual lives.<sup>5</sup>

### **Section 13.3 - Procedures for Pastoral Ordination**

A. Upon recommendation by the Lead Pastor, each person considered for ordination will require separate 2/3 votes of approval first by the Pastoral Elders, and then by the Board of Directors. No relative by blood or marriage of a person being considered for ordination will participate in the vote. If approved by these votes, the name of the candidate being considered for ordination will also be presented to the congregation and two weeks' time allowed for any church attendee to present to the Pastoral Elders in writing any biblical reason(s) they feel this person should not be ordained. Any submitted written reasons will be reviewed by the Lead Pastor, who can request re-votes by both the Pastoral Elders and Board of Directors as described previously.

B. If approved by the votes in paragraph A after opportunity for submission of written reasons by the congregation, the candidate will be ordained as a minister of the gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word, with all prerogatives of such a calling and office.

### **Section 13.4 - Certificate of Ordination**

The following is the text of the Certificate of Ordination to be issued to each successful candidate:

### **"CERTIFICATE OF ORDINATION"**

This is to certify that Pastor \_\_\_\_\_ was duly ordained by Calvary Chapel St. Petersburg as a minister of the gospel of Jesus Christ. He has completed all studies and has met all the requirements of this body for recognition of such office; further, by rite of ordination this date he is duly ordained to perform all ministerial functions without limit as accorded by the laws of the land and in compliance with the ordinances of God's Holy Church as set forth in the Holy Bible. We now pray for God's Divine blessing and the power of the Holy Spirit upon him.

Given this \_\_\_\_\_ day of \_\_\_\_\_.

Calvary Chapel of St. Petersburg, Inc.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
CHAIRMAN

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
WITNESS

with headquarters in Pinellas Park, FL.  
(Corporate Seal)

### **Section 13.5 - Commissioning**

In cases where a qualified candidate needs to be commissioned for ministry, but ordination is unnecessary or inappropriate, the Pastors and Directors will hold a formal vote. If the minister receives 1/2 vote approval, he will be

<sup>5</sup> Approved 11/12/23 Board Meeting



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commissioned by Calvary Chapel St. Petersburg. This authorization continues as long as the opportunity remains in effect and as long as the individual maintains the qualifications for ministry as outlined in I Timothy 3:1-7, I Peter 5:1-3 and Titus 1:5-9.

### **ARTICLE 14 - BYLAW AMENDMENTS**

These Bylaws may be amended or repealed by majority vote of the Board.

### **ARTICLE 15 - AUXILIARIES**

Any organization, group, or club whose membership is primarily for a church activity, shall be considered an auxiliary of the church and shall be subject to the constitution and Bylaws of the church. As an auxiliary organization it shall exist only in cooperation with the Pastors and Elders.<sup>6</sup>

### **Background to Articles 16 and 17 (Recitals)**

WHEREAS, the Board of Directors of Calvary Chapel of Saint Petersburg, Inc. (the "Church") desires to establish a limited liability company to be wholly owned by the Church for the purpose of conducting paid general contracting and construction coordination services; and

WHEREAS, the primary purpose of such entity shall be to generate net income to support the Church's Men of Arms home repair ministry, which provides free home repair services to widows, single mothers, and others in need; and

WHEREAS, the Board desires to amend and restate the Bylaws to expressly authorize the formation and operation of such subsidiary entities, to establish appropriate governance controls, and to

ensure consistency in the structure and organization of the governing documents;

NOW, THEREFORE, the Board of Directors hereby adopts the following amendments to the Bylaws:

### **ARTICLE 16 - SUBSIDIARY BUSINESS ENTITIES**

#### **Section 16.1 — Authorization**

The Church is authorized to form, own, and operate one or more limited liability companies or other subsidiary entities (each a "Subsidiary") to conduct activities that further the Church's religious, charitable, or educational purposes, including activities that may generate unrelated business taxable income under Internal Revenue Code Section 512.

#### **Section 16.2 — Calvary Build LLC**

The Church hereby authorizes the formation and operation of Calvary Build LLC, a Florida limited liability company wholly owned by the Church, for the following purposes:

1. To provide paid general contracting coordination, construction supervision, and consulting services to individuals and organizations;
2. To generate net income to support the Church's Men of Arms ministry and other charitable outreach programs of the Church;
3. To provide a structure that separates operational liability from the Church's core religious activities.

#### **Section 16.3 — Revenue Limitation**

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<sup>6</sup> Approved 2/4/2024



## **BYLAWS OF CALVARY CHAPEL OF SAINT PETERSBURG, INC.**

To protect the Church's tax-exempt status under Internal Revenue Code Section 501(c)(3), gross revenues from all Subsidiary operations shall not exceed fifteen percent (15%) of the Church's total annual revenues without prior approval of the Board. This threshold shall be monitored quarterly. If Subsidiary revenues approach this threshold, the Board shall evaluate whether to limit Subsidiary activities or seek guidance from qualified tax counsel.

### **Section 16.4 — Net Income Disposition**

Net income from any Subsidiary, after payment of operating expenses, fair market compensation for services rendered, and establishment of prudent reserves, shall be retained by the Church and used to support Men of Arms and other Church ministries. No Subsidiary profits shall be distributed to individuals. Compensation paid to any Church employee or contractor for services rendered to a Subsidiary shall be for work performed at fair market rates, not as profit-sharing or distributions.

### **Section 16.5 — Governance and Oversight**

Each Subsidiary shall be governed by an operating agreement approved by the Board. The Board shall designate one or more persons to serve as manager(s) of each Subsidiary. Managers shall report to the Board at least quarterly on Subsidiary operations, finances, and compliance with this Article. The Board may delegate day-to-day oversight to the Lead Pastor or designated Church officers, but shall retain authority over significant decisions including entry into contracts exceeding \$25,000, incurrence of debt, and changes to the Subsidiary's purpose or structure.

## **ARTICLE 17 - CONFLICT OF INTEREST POLICY**

### **Section 17.1 — Purpose**

This policy protects the Church's tax-exempt status by ensuring that transactions involving persons who may have a financial interest are conducted at arm's length and in the Church's best interest.

### **Section 17.2 — Definitions**

Interested Person: Any Director, Officer, Pastoral Elder, Shepherding Elder, or key employee who has a direct or indirect financial interest in a transaction or arrangement with the Church or any Subsidiary.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Church has a transaction or arrangement; (b) a compensation arrangement with the Church or any Subsidiary; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

### **Section 17.3 — Disclosure Requirements**

An Interested Person must disclose the existence of any financial interest and all material facts relating thereto to the Board prior to any discussion or action on the matter.

### **Section 17.4 — Procedures for Addressing Conflicts**

1. After disclosure, the Interested Person shall leave the Board meeting while the conflict is discussed and voted upon.
2. The remaining Board members shall determine whether a conflict of interest exists and, if so, whether the proposed transaction is fair,



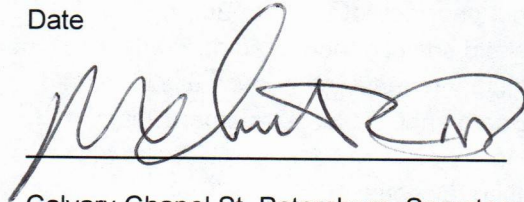
**BYLAWS OF CALVARY CHAPEL OF SAINT PETERSBURG, INC.**

reasonable, and in the Church's best interest.

3. The Board shall obtain and consider comparable market data before approving any compensation arrangement with an Interested Person.
4. The Board's deliberations and decision shall be documented in the meeting minutes, including the names of persons present, the nature of the conflict, any comparability data reviewed, and the votes taken.

1/25/2026

Date



Calvary Chapel St. Petersburg, Secretary

Corporate Seal:

**Section 17.5 — Annual Disclosure**

Each Director, Officer, and Pastoral Elder shall annually sign a statement affirming that such person: (a) has received a copy of this policy; (b) has read and understands this policy; (c) has agreed to comply with this policy; and (d) has disclosed all known financial interests.

**Section 17.6 — Application to Subsidiaries**

This Conflict of Interest Policy applies to all transactions between the Church and any Subsidiary, and to all transactions between any Subsidiary and any Interested Person. Each Subsidiary operating agreement shall incorporate provisions consistent with this policy.<sup>7</sup>

**ARTICLE 18 - ANNUAL ACCOUNTING PERIOD**

The annual accounting period shall run from the first of January to the end of December.

The Secretary certifies that the Board of Directors adopted these Amended/ Restated Bylaws at a meeting held:

<sup>7</sup> Approved Recitals, Article 16, Article 17 1/11/2025