



BYLAWS OF
THE SUNSHINE CATHEDRAL METROPOLITAN COMMUNITY
CHURCH, INC.

ARTICLE I
NAME

The name of the corporation shall be: the Sunshine Cathedral Metropolitan Community Church Inc., hereinafter referred to as the Cathedral, and also known as: The Sunshine Cathedral MCC, or The Sunshine Cathedral.

ARTICLE II
AFFILIATION AND CHURCH PROPERTY

A. Affiliation

This church, as a member congregation of the Universal Fellowship of Metropolitan Community Churches (UFMCC); ascribes to the government, doctrine, vision, mission, and values of the UFMCC; and agrees to abide by the UFMCC Bylaws and decisions made by General Conference.

B. Church Property

The Sunshine Community Foundation Inc. is hereby named the fiduciary body for any real property acquired by the Cathedral, and shall have sole control of such property except under the following circumstances: (1) if the property is abandoned; (2) if the Cathedral is disbanded; or (3) if the Cathedral disaffiliates from UFMCC.

C. Successor Corporation

The Universal Fellowship of Metropolitan Community Churches is the not-for-profit organization designated to receive the Cathedral's property in the event of dissolution or abandonment of the Cathedral or disaffiliation from the UFMCC, in accordance with UFMCC Bylaws Article V, Section B, (8, 9, 10, 11).

D. Disaffiliation

A decision to disaffiliate from the UFMCC shall require a two-thirds ($\frac{2}{3}$) vote of the Members present at a Congregational Meeting called, in conformity with these Bylaws, for the purpose of disaffiliating and shall be decided in accordance with UFMCC Bylaws.

ARTICLE III
PURPOSES

A. Fellowship, Worship, Witness, and Service

The purposes of this Corporation are Christian fellowship, worship, witness, and service, borne in the cooperation, program development, and implementation of UFMCC and local Cathedral Bylaws, Standard Operating Procedures, and Policies.

B. Rites of a Christian Community.

To build and maintain a community of worshippers in the Christian tradition, in conformity with the goals and aims of the Universal Fellowship of Metropolitan Community Churches (hereinafter referred to as the UFMCC, or Fellowship) as expressed in the Bylaws of the UFMCC.

C. Instruction.

To set up bodies for instruction in religion and other allied subjects for the propagation of the teachings of the Christian faith as accepted by the General Conference of the UFMCC and the philosophy of The Center for Progressive Christianity as accepted by the Sunshine Cathedral MCC. The Cathedral may also develop other courses of instruction in non-religious subjects.

D. Allied and Subsidiary Organizations.

To provide for the proper organization of such allied and subsidiary organizations and corporations as may support or relate to the general purposes, aims and goals of the Sunshine Cathedral including but not limited to education, outreach, foundation and social service purposes.

E. Qualification for 501(c)(3) Status.

These Bylaws shall be construed so that the Sunshine Cathedral will qualify to retain its status as an organization exempt from Federal income tax under Section 501(c)(3) of the IRS Code as a Church and no provision of these Bylaws shall apply to the extent said provision would prevent the Sunshine Cathedral MCC from so qualifying.

ARTICLE IV
OFFICES

The principal and registered offices of the Corporation in the State of Florida shall be the location of the main sanctuary or offices of the President of the Sunshine Cathedral MCC in Broward County, Florida, as registered with the Secretary of State of the State of Florida.

ARTICLE V
OFFICERS

A. Authorized Officers of the Corporation.

The four authorized officers of the Corporation are the President, Vice-President, Secretary and Treasurer. No two offices of the corporation shall be held by one person. All officers of the Corporation shall be Members in Good Standing of the Cathedral.

B. President of the Corporation.

The President of the Corporation shall be the Senior Pastor of the Sunshine Cathedral MCC. The President of the Corporation shall act as the Moderator for all meetings of the Membership of the Sunshine Cathedral unless otherwise provided for in these Bylaws.

C. Vice President of the Corporation.

The Vice President of the Corporation shall be the same person elected as the Chair of the Board of Directors of the Sunshine Cathedral MCC and shall act as the Moderator of the Board for all meetings of the Board of Directors, and in the event of the resignation, removal or prolonged absence or disability of the Senior Pastor shall act as President Pro Tempore exercising all of the duties, rights and responsibilities of that office until the position of Senior Pastor shall be filled by the Membership.

D. Secretary of the Corporation.

The Secretary of the Corporation, who shall act in that capacity for all official acts and purposes of the Corporation, shall also be the Secretary of the Board of Directors and shall provide for the recording and timely distribution of the minutes of each stated or called meeting of that body and for the recording and distribution of the Minutes of all Annual and Special Meetings of the Membership. In addition, the Secretary shall provide for the proper safekeeping of the corporate records, minutes, and other documents important to the Corporation or required by law or the rules and regulations of the UFMCC.

E. Treasurer of the Corporation.

The Treasurer of the Corporation, who shall act in that capacity for all official acts and purposes of the Corporation, shall also be the Treasurer of the Board of Directors and shall provide, in cooperation with Cathedral staff, for the accurate recording and timely reporting of the finances and financial position of the Cathedral to its Board and Membership. The Treasurer shall arrange for the proper collection, recording and deposit of all Cathedral receipts, and for the orderly disbursement of Cathedral funds and those other funds entrusted to it.

ARTICLE VI **BOARD OF DIRECTORS AND LAY DELEGATES**

A. Number of Directors.

The Board of Directors shall consist of ten (10) Members of the Cathedral who are members in Good Standing and the Senior Pastor who shall have full voting rights.

B. Duties of Directors

The Board of Directors shall have primary responsibility for the governance of the Cathedral and provision for its sound financial condition. It shall raise funds for the operation and administration of the Cathedral and administer these funds through the setting of budget and policy. The Board of Directors shall set and provide for the compensation of the Senior Pastor and regular payments to the Board of Pensions. The Board of Directors shall regularly and periodically review the financial condition of the Cathedral and make such changes as to it shall seem prudent.

C. Election of Directors

1. More than one person from a household, family or committed relationship; someone who is a Cathedral employee; or someone who is a Clergy Candidate shall not be eligible to serve on the Board of Directors.
2. The Board of Directors shall present to the congregation a slate of candidates for election or re-election to the Board of Directors of the Sunshine Cathedral MCC. The number of nominated candidates shall meet or exceed the number of seats being vacated. These nominations shall be forwarded to the Secretary of the Board of Directors at least two (2) weeks prior to the ballots being mailed out for voting.. In the event that the slate of Directors brought forward to the congregation for vote is equal to the number of open positions the slate of Directors is thereby elected by acclamation.
3. Additional nominations for election as a director of the Board of Directors of the Sunshine Cathedral MCC may be made by nominating petition, which shall be signed by 10% of the Members in Good Standing, and signed by the person being nominated. These petitions shall be presented to the Secretary of the Board of Directors at least two (2) weeks prior to the ballots being mailed out for voting.
4. Nominees for Director shall have been Members in Good Standing of the Sunshine Cathedral MCC, as determined by the Secretary of the Board of Directors, for at least six (6) months prior to March 1st before the elections.
5. Candidate nominations will be distributed by March 1st to be returned to the Secretary of the Board of Directors by March 15th. Ballots will be mailed to each congregation Member in Good Standing by April 1st to be returned to the Secretary of the Board of Directors by April 20th.
6. Each member may cast one (1) ballot. Candidates will be ranked by votes received. Vacancies for the Board of Directors in descending order will be filled by the candidates receiving the most votes. In the case of a tie, the tie will be settled in conformity with the Standard Operating Procedures written by the Board of Directors. Proxy ballot casting will not be accepted.

7. Elected directors will take office May 1 following the certification by the Secretary of the Board of Directors of the election results. Election results shall be posted on the bulletin board of the Cathedral where it is accessible to all Members and on the Cathedral web site, as possible.
8. No provision of these Bylaws shall prohibit any director from serving simultaneously as a director of any other board or corporation subsidiary to or allied with the Sunshine Cathedral MCC, although they may not serve simultaneously as an officer for both the Board of Directors of the Cathedral and any subsidiary boards or corporations.

D. Term of Office

Each director shall hold office for a term of two (2) years with the exception of the Senior Pastor who shall hold office concurrently with the term of the pastorate of this Cathedral. The term of half of the directors shall expire each year, with elections held to fill the vacancies thus created. In the event of the resignation, death or removal of a director, unless such vacancy occurs within two (2) months of the next regular election of directors, the remaining members of the Board shall appoint an interim director to serve the remainder of that term. No director shall serve on the Board of Directors for more than three (3) consecutive full terms for a total of no more than six (6) years. That person may seek re-election to the Board of Directors following one (1) year after completing the third consecutive term.

E. Election of Corporate and Board Officers

1. The duties, privileges and obligations of the President of the Corporation reside in the Senior Pastor upon election to that office, who shall serve as President until he or she vacates the office of Senior Pastor.
2. The other officers of the Corporation shall be elected annually by the Board of Directors at its first meeting following the annual election of directors. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death or until he/she resigns or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

F. Meetings of the Board of Directors

1. The Board of Directors shall establish at the first meeting of each yearly term a schedule of regular Stated Meetings for the following twelve (12) months to include the date and time of each meeting. Notice of this schedule shall be posted on the bulletin board of the Cathedral where it is accessible to all Members. Special or called meetings may also be set from time to time by any three directors of the Board of Directors with notice of such meeting being announced and posted no less than five (5) days prior to the date of the meeting. The purpose and agenda for that called meeting shall be posted with its announcement.
2. An Agenda shall be distributed to the members of the Board of directors no less than five (5) days prior to any stated meeting. The Agenda shall include, but not be limited to, the presentation of financial reports and the receiving of reports from the Chair of the Board and Senior Pastor.
3. Notice of Board Meetings shall be given to each director, in person, by telephone, by e-mail, by fax or by mail, at least five (5) days prior to the date designated therein for such meetings. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
4. A majority of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of directors

are present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board may participate in and act at any meeting through the use of a conference telephone or other communications equipment, provided that a majority of the Board consent to such form of meeting and that a written record of such action and meeting are made a permanent part of the corporation's records.

5. A majority of the directors may create both ad hoc and standing committees and appoint members of the Board to serve on the committee or committees. Each committee shall have three or more persons of which at least one is a board member.
6. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, either by e-mail, written or fax ballot, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Ratification of the action shall be by unanimous affirmative vote and any single negative vote, abstention or not-present vote excepting a recusal for conflict of interest shall be required in all cases. Any such consent so signed by all the directors shall have the same effect as an unanimous vote, and may be stated as such in any document filed with any third party, including but not limited to the Secretary of the State of Florida, any bank or other depository, Internal Revenue Service, Florida State Department of revenue, Broward County Recorder's Office and the Attorney General of Florida.
7. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent, abstention, or "present but not voting" to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
8. Proxy voting at any stated or special meeting of the Board of Directors shall not be allowed.
9. Except for Executive Sessions to discuss matters of personnel, legal matters or the acquisition or disposition of real property, meetings shall be open to the Congregation and to the public to attend as observers without voice or vote.
10. The Board of Directors may organize subsidiary fiduciary bodies in which the ownership of all Cathedral real property shall reside.
11. No loans shall be made by the Corporation to any director.

G. Resignations

Any officer or director may resign at any time by giving written notice to the Board of Directors or to the president or secretary. A resignation need not be accepted in order to be effective. Resignation as an officer need not effect Board membership.

H. Removal of a Director

1. The Cathedral cannot condone malfeasance, disloyalty, unbecoming or illegal conduct, or dereliction of duty on the part of any member of the Board of Directors. Therefore, the Board of Directors may remove by a majority vote of the full Board of Directors any of its members guilty of the above, with the exception of the Senior Pastor who must be disciplined in accordance with the UFMCC Bylaws. A petition

submitted to the Secretary of the Board of Directors and signed by 25% of the Members in Good Standing of the Cathedral may also initiate such a procedure.

2. A disciplined member of the Board of Directors may appeal the action to the congregation at its next regular Congregational Meeting or at a Special Congregational Meeting, which may be called for this purpose. The decision of the Congregational Meeting is final. Until the Congregational Meeting to consider the appeal, the position held by the disciplined member of the Board of Directors shall be considered vacant.
3. Any officer, director or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the vote of the majority of the Board of Directors present at any stated or called meeting at which a quorum is present whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any director who is absent for three regular monthly meetings of the Board of Directors within a period of twelve consecutive months may be subject to removal and replacement by the remainder of the Board of Directors.

I. Appointment of Conference Delegates.

1. UFMCC provides for one (1) Lay Delegate for each one hundred (100) Members in Good Standing, plus one (1) Alternate Lay Delegate for each Lay Delegate Elected. These Delegates shall hereinafter be called 'Conference Delegates'.
2. The Board of Directors shall advertise for interested parties to present a letter to the Board of Directors for consideration.
3. Conference Delegates shall be appointed by the Board of Directors, and shall serve only for the Regional or General Conference for which they are appointed.
4. Conference Delegates shall have been Members in Good Standing of the Sunshine Cathedral MCC, as determined by the Secretary of the Board of Directors, for at least sixty (60) days prior to Conference for which they are appointed.
5. Conference Delegates shall report any actions taken at the Conference to the Board of Directors and the Congregation of the Sunshine Cathedral MCC. Delegates shall also provide additional information gathered at this Conference as is appropriate.

ARTICLE VII **CONGREGATIONAL MEMBERSHIP AND MEETINGS**

A. Meetings of the Congregation

1. Governance of the Cathedral is vested in its Members in Good Standing, who exert the right to control of its affairs, subject to the provisions of the Cathedral Bylaws, the UFMCC Articles of Incorporation, Bylaws, or documents of legal organization, and the UFMCC General Conference. Exercise of these rights shall be expressed in the Annual Congregational Meeting and any Special Congregational meetings called by provisions of these Bylaws.
2. The Cathedral shall hold its Annual Congregational Meeting on the third (3rd) Sunday of January of each year for the purpose of presenting reports and conducting such other business as may reasonably be presented at that time. The date, location and agenda of this meeting shall be published and posted at least thirty (30) days prior to the Annual Congregational Meeting.

3. Special Congregational Meetings may also be called from time to time by a majority vote of the Board of Directors, the Senior Pastor or a petition signed by at least 25% of the members in good standing which shall have been submitted to the Secretary of the Board, with notice of such meeting being announced and posted no less than two (2) weeks prior to the date of the meeting. The purpose and agenda for that Special Meeting shall be posted with its announcement. Members in good standing may request the Board of Directors to add agenda items by submitting additional agenda items to the Secretary of the Board no later than one (1) week prior to the meeting.
4. A quorum for any meeting shall be achieved by the attendance of ten percent (10%) of the Members in Good Standing as determined by the Secretary of the Board of Directors.
5. Proxy voting at any Annual or Special Congregational Meeting shall not be allowed.
6. Decisions, including elections, require approval by a vote of more than fifty percent (50%) of those members present and voting, unless otherwise required by UFMCC Bylaws.

B. Members in Good Standing

1. A Member in Good Standing is described as any person who shall have made a pledge of regular personal and financial support, loyalty, and interest, and has been confirmed by the Senior Pastor in the Rite of Membership.
2. The list of Members in good standing shall be maintained by the Cathedral staff, who shall report changes annually to the Board of Directors.
3. Any Member who does not have registered attendance, identified financial support, definite service contribution, and demonstrated interest and loyalty within the last six (6) months to one (1) year may be removed from the list of Members in Good Standing and placed on a list of inactive members.
4. A Member may be disaffiliated or removed from membership at any time for cause by the Board of Directors. Removal may be for malfeasance, theft, disloyalty, unbecoming conduct, or actions taken against the best interests of the Cathedral. The Senior Pastor and staff shall present a list of such members including the reasons for their recommended disaffiliation or removal to an executive session of the Board of Directors at its next regularly scheduled meeting. Disaffiliation or removal may be voted collectively or individually by the Board of Directors. The identities of individual Members disaffiliated or removed shall not be a part of the official minutes of the meeting. Notification of such removal shall be sent in writing to the last known mailing address of the Member so effected and the Member afforded the right of appeal to the Board of Directors at its next regular or called meeting of the Board.

ARTICLE VIII

MINISTRY

A. The Senior Pastor

1. The Senior Pastor, who is identified as "Pastor" in the Bylaws of UFMCC), shall be elected by the Membership and shall be a credentialed clergy person of the UFMCC with a license to practice and who has been called by God and elected to the

Cathedral by the membership to be responsible for the duties of teacher, preacher, and spiritual leader until such time as the relationship is terminated. The Senior Pastor shall also fulfill such other roles and responsibilities as are stated in the UFMCC Bylaws and the Bylaws and procedures of the Cathedral.

2. The Senior Pastor shall organize and manage all of the Worship Services and ritual of the Cathedral and shall have direct responsibility for the administration of Cathedral operations, appointing all compensated and uncompensated Cathedral staff, including their hiring, evaluation, and dismissal, subject to the policies and procedures of the Cathedral Board of Directors.
3. The Board of Directors and Senior Pastor shall develop a covenant between the Senior Pastor and the Cathedral. The covenant shall include a job description and address such matters as compensation consistent with equitable local standards, benefits, allowances and leave. All provisions of the covenant shall be subordinate to the Bylaws of the UFMCC.
4. In the event the position of Senior Pastor be vacant, the Membership shall have the right and obligation to retain a Senior Pastor following the Pastoral Search Process of the Board of Directors. Election of a Senior Pastor shall be conducted at a Special Meeting of the Membership and a quorum set consisting of 50% of the Members in Good Standing. Election of a Senior Pastor shall require an affirmative vote of 70% of the attending Members. Each Member so described shall have full voting rights as a Member in Good Standing.
5. In the event of the resignation, removal or demise of the Senior Pastor, the Board of Directors may petition in writing the Elder serving the Cathedral's Region for the appointment of an Interim Pastoral Leader on an annual basis who shall perform the duties of the Senior Pastor.
6. In the event of a vacancy in the position of Senior Pastor, the Cathedral Board of Directors shall act as a committee of the whole as the Pastoral Search Committee and may add other Members in Good Standing to the Pastoral Search Committee by majority vote of the directors present at the meeting at which the Committee is formed.

B.

B. Removal of the Senior Pastor

The Senior Pastor may be removed from office by the Board of Directors when irreconcilable differences exist between the Senior Pastor and congregation by mutually choosing to terminate their relationship through mutual agreement. No petition for removal of the Senior Pastor based upon irreconcilable differences is valid unless preceded by the process of conflict resolution as contained within the UFMCC Bylaws Article V, Section B (4), (b,c). Unilateral failure to renew the pastoral covenant does not constitute removal of a Senior Pastor from office nor the obligation of compensation.

1. The process of removing the Senior Pastor from office for, malfeasance, theft, disloyalty, unbecoming conduct, dereliction of duty or when irreconcilable differences arise may be initiated by a petition submitted to the Vice President of the Corporation, and signed by at least twenty-five percent (25%) of the Members in Good Standing, or by a vote of three-fourths (3/4) of the Board of Directors. Within three (3) days, the Senior Pastor and the Elder serving the Region shall be sent a copy of the completed petition or resolution of the Board of Directors by the Vice President of the Corporation. After the Elder serving the Region and the Secretary of the Corporation have validated the number of Members in Good Standing who have signed the petition and the clarity of the petition, or validated the number of members of the

Board of Directors and the clarity of the resolution, the Elder serving the Region may place the Senior Pastor on inactive status. The Senior Pastor shall remain fully compensated until the final action of the congregation. Upon validating the petition, the Elder serving the Region and the Board of Directors will set the time and place of a Special Congregational Meeting to determine whether the Senior Pastor shall remain in office. The date of the meeting shall occur within thirty (30) days of the date the petition is submitted to the Vice President of the Board of Directors or the resolution of the Board of Directors is received by the Elder serving the Region.

2. The Senior Pastor has the right to appear on his/her own behalf before the congregational meeting and may have an advocate of his/her own choice present. The action of the congregation is final. If a special congregational meeting is called to remove the Senior Pastor, the Elder serving the Region must be given adequate notice that such action is being taken. The Elder serving the Region shall attend or send a representative as an impartial observer who shall moderate the meeting. If the Senior Pastor is removed, the Board of Directors will meet immediately after the meeting with the Elder serving the Region or the representative to arrange for pastoral leadership until the position of Senior Pastor is filled. The Board of Directors may confer with the Elder serving the region as to available candidates for the office of Senior Pastor.
3. The Secretary of the Corporation shall immediately see to the filing of appropriate documents with the Secretary of the State of Florida and the Treasurer of the Corporation shall immediately see to the changing of signatures on all bank, depository and brokerage accounts of the Cathedral.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

A. Authority to Contract

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

B. Loans to the Corporation

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

C. Signature on Checks and Notes

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by a minimum of two (2) directors of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

D. Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such bank, savings and loan association, trust company or other depositories as the Board of Directors may select.

E. Acceptance of Contributions and Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purposes or for any special purposes of the Corporation in accordance with the Contribution and Gift Policy of the Board of Directors.

F. UFMCC Partner Church

The Sunshine Cathedral MCC Inc. desires to be a UFMCC Partner Church and commits to the financial investment required. As subsequently modified by UFMCC Bylaws, General Conference and Regional Conferences, the Cathedral shall remit at the end of each month assessments to MCC in compliance to UFMCC Bylaws. Such tithe shall be net of any principal on the mortgage of worship location(s) and all monies regularly set aside for the expenses of Clergy and Lay Delegates to General and Regional Conferences. The Board of Directors may from time to time make any other financial arrangements with the UFMCC as shall be deemed in the best interests of the Cathedral and shall honor any and all existing contracts at the time of the revision of these Bylaws.

ARTICLE X

SEXUAL MISCONDUCT, DISCRIMINATION AND HARRASSEMENT

A. Sexual Misconduct

The Sunshine Cathedral MCC Inc. specifically forbids and condemns any and all inappropriate behavior with children or minors at any time and herewith adopts a no tolerance policy toward any professional or lay minister, staff, volunteer, agent or assign of the Sunshine Cathedral MCC Inc., its subsidiary committees, boards, and organizations substantially accused of any such impropriety. It is the responsibility of the Senior Pastor and his/her staff to promptly report all such allegations to the proper and appropriate civil authorities and to completely assist in any investigations and prosecutions arising there from.

B. Discrimination and Harassment

Every Member, guest, minister, volunteer, contractor and/or individual of the Sunshine Cathedral MCC Inc. has the right to be free from discrimination or harassment because of age, color, creed, national origin, sex or sexual orientation. This policy is to be strictly enforced among all employed staff and/or contractors and strongly encourages it among Members, guests and volunteers. Physical or emotional harassment of any Member, guest, minister, staff, volunteer, contractor or vendor, or any employee may be grounds for immediate termination of services for cause and removal from the grounds or any facility under the jurisdiction temporary or otherwise of the Sunshine Cathedral MCC Inc., its subsidiary boards and organizations. Complaints shall first be made to the Senior Pastor (president of the Corporation) in writing. If this is not practical or possible, they must immediately be made in writing to the Corporate Vice President of the Sunshine Cathedral Board of Directors.

ARTICLE XI

LIABILITY AND INDEMNIFICATION OF DIRECTORS

A. Limitation of Liability

The directors of the Corporation shall have limited personal liability to the full extent permitted by the State and Federal Law, as now in effect or later amended, or otherwise permitted by law. Specifically and without limiting the foregoing provision, the directors of the Corporation shall have no personal liability to the Corporation or its members for monetary damages as a result of any breach of fiduciary duty, except for:

1. A breach of the director's duty of loyalty to the Corporation or its members,
2. Any act or omission not in good faith or which involves intentional misconduct of a knowing violation of law.
3. Any transaction from which the director derived an improper personal benefit.

B. Indemnification

The Corporation shall indemnify any person:

1. Who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigate (other than action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding and he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of *nolo contendere* or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner in which he/she reasonably believed to be in and not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
2. Who was or is party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in a respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his/her duty to the Corporation unless or only to the extent that the court in which such action or suit is finally adjudicated shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. Expenses and Attorneys' Fees

Anything in paragraphs (B) or (C) of this Section to the contrary notwithstanding, to the extent that any person referred to therein has been successful on the merits or otherwise in defense of action, suit or proceedings referred to therein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

D. Authorization of Expenses and Attorneys' Fees

Any indemnification under paragraphs (B) and (C) of this Section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification on the director, officer, member, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (B) and (C). Such determination shall be made:

1. By the Board of Directors by a majority vote of quorum (as defined In the Bylaws of the Corporation) consisting of directors who are not parties to such action, suit or proceeding or
2. If such quorum is not obtainable, or, even is obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

E. Payments in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by

the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the director, officer, member, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

F. Limitation of Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement or disinterested directors or otherwise, both as to action in his official capacity and as to action in as to a person who has ceased to be a director, officer, member, employee or agent and shall inure to the benefit of his/her successors in interest, including but not limited to his/her trustee, heirs, executors and administrators.

G. Liability Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE XII

SEAL

The Board of Directors may provide a corporate seal, which shall have inscribed thereon words, "Sunshine Cathedral MCC Inc." and "Corporate Seal, Florida".

ARTICLE XIII

WAIVER OF NOTICE

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

ARTICLE XIV

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of fifty percent (50%) plus one (1) of the Board of Directors, and must be approved by the Membership of the Cathedral by a vote of two-thirds ($\frac{2}{3}$) of the members attending an Annual or Special Congregational Meeting.

end

*Approved in a Special Congregational Meeting held Wednesday, April 30, 2003.
Amended in a Special Congregational Meeting held Sunday, January 30, 2005.
Amended in a Special Congregational Meeting held Sunday, April 23, 2006.
Amended in the Annual Congregational Meeting held Sunday, January 21, 2007.
Amended in the Annual Congregational Meeting held Sunday, January 17, 2010.*