

**THE POTOMAC DISTRICT COUNCIL  
OF THE ASSEMBLIES OF GOD, INCORPORATED  
AKA THE POTOMAC MINISTRY NETWORK  
BYLAWS**

**ARTICLE I. NETWORK LEADERSHIP**

**Section 1. Officers**

**A. Offices**

1. **Executive Officers.** The Executive Officers of the Network shall be the Superintendent, Assistant Superintendent and Secretary-Treasurer.
2. **Regional Executive Presbyters.** There shall be Regional Executive Presbyters who shall serve each geographical region.
3. **At-Large Executive Presbyters.** There shall be At-Large Executive Presbyters who shall serve and give voice to diverse ministerial constituencies to promote the vision and strategy of the Network.
4. **Board of Directors.** There shall be a Board of Directors of not less than three (3) nor more than fourteen (14) members, consisting of the Executive Officers, the Regional Executive Presbyters, and the At-Large Executive Presbyters.



5. **Presbyters.** There shall be Presbyters who shall serve segments of credentialed ministers and churches as determined by the Superintendent and Board of Directors.
6. **Trustees.** The Executive Officers shall serve as Trustees of the Corporation by virtue of their offices.
7. **General Presbyters.** The Executive Officers shall serve on the Presbytery of the General Council by virtue of their offices.
8. **Honorary Presbyters.** There shall be Honorary Presbyters consisting of qualified former members of the Potomac Ministry Network Board of Directors (formerly Board of Presbyters).

**B. Qualifications.**

1. **General Requirements.** The candidates for any office described herein shall be chosen from the ordained credentialed membership of the Ministry Network except when otherwise authorized by the Bylaws or the Network Operation Manual, and shall be persons of mature experience and ability, whose life and ministry are above question and who conform to all other Network requirements, including but not limited to adherence to the Constitution of the Network.



2. **Residency.** Network officers shall live within the geographical boundaries of the Network. A minister must have held AG credentials and have been a resident in the Network for a minimum of one year before becoming eligible for any office.
3. **Ministry.** Candidates for Network offices, with the exception of the office of Honorary Presbyter, must be actively engaged in ministry in the Network.
4. **Additional Requirements for Honorary Presbyters.** Candidates for the position of Honorary Presbyter must have served on the Potomac District Board of Directors (formerly Board of Presbyters) for a total of at least fifteen (15) years.

## C. **Nomination and Election of Officers.**

1. **Voting Procedures.** All elections or ratifications shall be by secret ballot. Unless otherwise stipulated in the Bylaws, a two-thirds majority of total ballots cast shall be required for election. If an election requires a nominating ballot, unless otherwise authorized by the Bylaws, only those candidates receiving fifteen or more votes on the nominating ballot shall be presented to the Network Conference for election, and the number of votes each qualifying candidate receives on the nominating ballot shall be posted on the report of that ballot. If there be no election declared after the second electoral



ballot, the two candidates receiving the largest number of votes on the second ballot shall be voted for on the third and succeeding ballots. The requirement for a minimum of fifteen votes to qualify as a nominee shall not apply to Regional elections. In no case is an office to be filled by acclamation.

**2. Executive Officers (Superintendent, Assistant Superintendent, Secretary-Treasurer)**

**a. Nomination Process.**

1. The Board of Directors shall appoint an eleven member Nominating Team which is representative of various Network constituencies and balanced between current members of the Board of Directors and those who are not currently serving in that capacity. Approximately four months in advance of the election, the Nominating Team will lead an open nominating process offering every voting member of the Network the opportunity to place a name in nomination for the vacant office.
2. The Nominating Team shall interview all candidates who have received ten or more nominating ballots along with others who have the gifts, calling, aptitude,



character and experience necessary for the position.

They shall nominate, if possible, three or more candidates who are qualified and willing to serve.

3. Nominees shall be presented to the Network Board of Directors who shall select, if possible, three or more for election at the annual Network Conference or other special called meeting of the Potomac Ministry Network. A brief biographical sketch along with a photograph shall be provided to the Network for each nominee by the Network Secretary at least two weeks prior to the Conference.
4. The election shall proceed according to the Voting Procedures as indicated above. In the event an election does not occur, the Network Board of Directors shall caucus for the purpose of assessment and presentation of one or more nominees at the same meeting.
5. There shall be no nominations taken from the floor.

**b. Subsequent re-election.**



1. Prior to the expiration of the term of office, the Network Executive Officers shall confer with the Board of Directors for the purpose of determining his or her candidacy for another term.
2. Upon mutual agreement by the board of Directors and the officer, his or her name shall be placed in nomination for re-election by ratification.
3. Ratification of the Network officer shall be by the voting constituency of the Potomac Ministry Network according to the voting procedures described above.

**c. Term of Office.**

1. Full time Executive Officers shall be elected for the term of four (4) years and shall assume office ninety (90) days after the election or earlier should the Board of Directors so decide. They may serve successive terms without limitation.
2. The Assistant Superintendent shall be elected for the term of two (2) years and shall assume office immediately upon election. He or she may serve successive terms without limitation.



**d. Removal for Cause**

The Board of Directors by two-thirds vote may remove an Executive Officer from office prior to the end of a term if, in its judgment, there is clear and convincing evidence of incapacity, inefficiency, incompetence, or other grounds, not constituting a basis for formal discipline pursuant to Article X of the General Council Bylaws, that renders the officer unfit for office and compromises the mission of the Potomac Ministry Network. Such a decision by the Board of Directors shall not be effective unless and until it is ratified by the Network Conference by a two-thirds vote.

**3. Regional Executive Presbyters**

**a. Nomination.** One nominee shall be chosen by secret ballot in each Regional business meeting prior to the Network Conference. A two-thirds majority vote shall be required. The Executive Presbyters will be eligible for nomination from the Region in which they reside only.

**b. Ratification and Term of Office.** The Regional Executive Presbyters shall be ratified at a regular or special session of the Network Conference by a two-thirds majority vote for a term of two (2) years. They may serve for four (4) successive



terms and then may not be re-nominated for at least one (1) term. Terms will be staggered to maintain consistency on the Board of Directors.

- c. **Removal for Cause.** The Board of Directors by two-thirds vote may remove an Executive Presbyter from office prior to the end of a term if, in its judgment, there is clear and convincing evidence of incapacity, inefficiency, incompetence, or other grounds, not constituting a basis for formal discipline pursuant to Article X of the General Council Bylaws, that renders the officer unfit for office and compromises the mission of the Potomac Ministry Network.

#### 4. **At-Large Executive Presbyters**

- a. **Nomination Process.** At-large Executive Presbyters shall be nominated by the Superintendent and affirmed by a two-thirds majority vote of the Board of Directors. They shall both serve and give voice to diverse ministerial constituencies to promote the vision and strategy of the Network.
- b. **Ratification and Term of Office.** The At-Large Executive Presbyters shall be ratified at a regular or special session of the Network Conference by a two-thirds majority vote for a term of two (2) years. They may serve for four (4) successive





terms and then may not be re-nominated for at least one (1) term. Terms will be staggered to maintain consistency on the Board of Directors.

- c. **Removal for Cause.** The Board of Directors by two-thirds vote may remove an At-Large Executive Presbyter from office prior to the end of a term if, in its judgment, there is clear and convincing evidence of incapacity, inefficiency, incompetence, or other grounds, not constituting a basis for formal discipline pursuant to Article X of the General Council Bylaws, that renders the officer unfit for office and compromises the mission of the Potomac Ministry Network

## 5. Presbyters

- a. **Appointment.** Presbyters shall be nominated by the Superintendent from the list of ordained ministers or licensed ministers who are actively seeking ordination and affirmed by a majority vote of the Board of Directors.
- b. **Term of Office.** Presbyters shall serve for two (2) years and may be reappointed for successive terms without limitation.



6. **Regional Voting Constituency.** The voting constituency at Regional business meetings shall be on the same basis as that of the Network Conference.

7. **Honorary Presbyters**

- a. **Nomination and election.** Honorary Presbyters shall be elected by secret ballot at the Network Conference, having been nominated by the majority vote of the Board of Directors. A two-thirds majority of total ballots cast shall be required for election.
- b. **Term of Office.** The term of office shall be the balance of the lifetime of those elected, provided they maintain their ministerial credentials in good standing with the Assemblies of God.

8. **Department Directors**

- a. **Appointment.** Department Directors serve at the pleasure of the Superintendent. The Network Superintendent, in consultation with the Board of Directors, shall appoint Directors of Network Departments or Ministries. Their terms of service shall be determined by the Superintendent in



accordance with provisions established in the Network Operation Manual.

- b. Department or Ministry Teams.** The Network Department or Ministry Directors, in consultation with the Superintendent, shall appoint their Department or Ministry Teams.

**9. General Council Executive Presbyter Nominees**

- a. Non-Resident.** When requested by the General Council, at the Network Conference prior to the General Council, the Board of Directors shall present the names of six ordained ministers, three of whom are not full-time Network Officers, as candidates for the Network's nominees for General Council Non-Resident Executive Presbyter. Two names shall be chosen by the Network in accordance with the criteria established in the General Council Bylaws. *(See General Council Bylaws, Article II, Section 2, c, (1), (a).* A two-thirds vote shall be required.
- b. Female and Under Forty Nominees.** When requested by the General Council, the Board of Directors shall present to the Network Conference the names of two or more persons who qualify for the office of Executive Presbyter female or under forty nominee as described in the General Council Bylaws. The



nominee will be affirmed by ratification or election with a two-thirds vote required.

## **D. Vacancies**

### **1. Executive Officers.**

- a.** If a vacancy occurs in an Executive Office (Superintendent, Assistant Superintendent, Secretary-Treasurer), the Network Board of Directors shall, at their discretion, call a special session of the Potomac Ministry Network for the purpose of filling the vacant office and any other office that may become vacant as a result of the election, or a special election shall be held for this purpose during the annual Network Conference.
- b.** If a vacancy occurs in the office of Superintendent, the Assistant Superintendent shall serve as the Acting Superintendent until a Superintendent is elected as detailed above.
- c.** If a vacancy occurs in the office of the Assistant Superintendent or Secretary-Treasurer, the Board of Directors shall appoint an acting officer until an elected office can be seated as detailed above.



d. In the event vacancies occur simultaneously, or near simultaneously, in both the Superintendent's and the Assistant Superintendent's offices, the Network Secretary-Treasurer shall immediately call for a meeting of the Board of Directors, or if the Secretary-Treasurer is unable to act, the Board of Directors shall select a chairperson and appoint an Acting Superintendent and/or Assistant Superintendent until the offices are filled by election as described above.

**2. Regional and At-Large Executive Presbyters.**

If a vacancy occurs in the office of a Regional or At-Large Executive Presbyter, the Board of Directors shall fill the office by appointment to complete the unexpired term.

**Section 2. Duties of Officers**

**A. Superintendent**

1. The Superintendent shall oversee the day to day operations of the Potomac Ministry Center.
2. The Superintendent shall be responsible to provide pastoral care for the credentialed ministers of the Network and shall encourage both ministers and churches in their spiritual development.



3. The Superintendent shall give advice and assistance to the ministers and churches when needed.
4. The Superintendent, working in cooperation with the Board of Directors, shall be authorized to render decisions and to administer discipline to the ministers and local assemblies of the Network when needed.
5. The Superintendent shall appoint and supervise the Directors of all Departments and Ministries, and oversee all Network ministry activities.
6. The Superintendent shall preside at all meetings of the Network Conference and shall perform any other functions usual and customary to the presiding officer.
7. The Superintendent shall be chairperson of the Board of Directors and ex-officio member of all committees.
8. The Superintendent shall be President of the Corporation.

**B. Assistant Superintendent**

1. The Assistant Superintendent shall assist the Superintendent in the administration of the Network as requested by the Superintendent.



2. The Assistant Superintendent shall be a member of the Board of Directors.
3. The Assistant Superintendent shall preside at meetings of the Network Conference or the Board of Directors in the absence of the Superintendent.
4. The Assistant Superintendent shall be Vice-President of the Corporation.

**C. Secretary-Treasurer**

1. The Secretary-Treasurer shall keep a true record of the proceedings of the Network Conference and meetings of the Board of Directors.
2. The Secretary-Treasurer shall record and publish for the Network's records the minutes of the Annual Conference.
3. The Secretary-Treasurer shall process applications for credentials and shall keep a record of all credentialed ministers and churches in the Network.
4. The Secretary-Treasurer shall be the Secretary-Treasurer of the Corporation.
5. The Secretary-Treasurer shall be a member of the Board of Directors.



6. The Secretary-Treasurer shall be authorized to sign all official and legal documents and to perform such other functions as are usual and customary or as may be directed by the Network Conference or the Board of Directors.
7. The Secretary-Treasurer shall be an ex-officio member of all committees.
8. The Secretary-Treasurer shall be the custodian of all Network funds and shall make disbursements as authorized by the Board of Directors.
9. The Secretary-Treasurer shall oversee the budgetary process and other financial matters as detailed in the Network Operation Manual.
10. The Secretary-Treasurer shall keep an accurate record of all receipts and disbursements.
11. The Secretary-Treasurer shall provide a finance report at each regular session of the Board of Directors and at the Network Conference.
12. The Secretary-Treasurer shall monitor the giving of funds from the Network credential holders and make a report to the Board of Directors regarding each one's compliance with support requirements.





13. The Secretary-Treasurer shall be bonded in the amount of One Hundred Thousand Dollars (\$100,000).

**D. Executive Presbyters**

1. The Executive Presbyter shall represent the Superintendent in his or her Region or constituency when requested by the Superintendent.
2. The Executive Presbyter shall work with the Presbyters in his or her Region or constituency:
  - a. To provide resources for ministers and churches and to connect them with the resources available through the Network.
  - b. To help self-governing churches address internal management issues when requested.
  - c. To provide oversight to District affiliated churches.
  - d. To work with the Superintendent's office to assist churches in pastoral transition.
  - e. To conduct credential examinations at the certified and licensed levels.
  - f. To assist the Presbyters in the provision of pastoral care for ministers when requested.



3. The Executive Presbyter shall assist the Superintendent to provide oversight and pastoral care for the Presbyters in his or her region or constituency.
4. The Executive Presbyter shall be a member of the Board of Directors.

## **E. Presbyters**

1. The Presbyter shall assist the Superintendent to provide pastoral care for the credentialed ministers within his or her segment of the Network.
2. The Presbyter shall facilitate the connection of the ministers in his or her care with one another in order to provide mutually beneficial relationships.
3. The presbyter shall work with the Executive Presbyter when requested:
  - a. To provide resources for ministers and churches and to connect them with the resources available through the Network.
  - b. To help self-governing churches address internal management issues.
  - c. To provide oversight to District affiliated churches.



- d. To work with the Superintendent's office to assist churches in pastoral transition.
  - e. To conduct credential examinations at the certified and licensed levels.
4. The Presbyter shall report on a regular basis to the Superintendent and Executive Presbyter regarding the health and welfare of the ministers and churches under his or her care.
  5. The Presbyter shall communicate regularly on behalf of the Network to the credential holder.
  6. The Presbyter shall meet at the call of the Superintendent to help formulate and implement the strategic plan for the mission and vision of the Network.

**F. The Board of Directors**

1. The Superintendent shall chair the Board of Directors.
2. The Board of Directors shall assist the Superintendent with the general oversight of the Network and shall perform such duties as are usual and customary.
3. They shall approve the general policies of the Network as detailed in the Network Operation Manual.



4. They shall approve the Network budget.
5. They shall be the interpreters of the Bylaws as adopted by the Conference and shall be governed by the same.
6. They shall serve as the Network Credentials Committee and shall represent the General Council in the examination and discipline of all credentialed ministers subject to the General Council Bylaws.
7. They shall investigate and respond to allegations of incompetence or moral turpitude placed against Network officers.
8. They shall meet at a time and place arranged by the Superintendent, which may be in person, by phone, or by other electronic means including email referendum.
9. The presence of a majority of Board members shall constitute a quorum for meetings of the Board of Directors. Notice of Board meetings shall be given at least seven (7) days in advance of the meeting date, except in case of emergency meetings where notice shall be given as soon as is reasonably possible.
10. They shall approve the Network Operation Manual.

#### **G. Honorary Presbyters**



1. Honorary Presbyters shall be available for counsel and advice to officers of the Network on occasions initiated by the officers.
2. Although not participating in meetings of the Board of Directors, they shall be granted the privilege of being seated with the Board at Network Conference meetings and at other official Network functions.
3. Their name and title shall be included in official lists of Network officers.

## **ARTICLE II. DEPARTMENTS, BOARDS, COMMITTEES & TEAMS**

### **Section 1. Authorization and Amenability**

- A. The Network shall establish Departments, Boards, Committees, Teams and Work Groups as necessary to fulfill its mission and vision.
- B. All Departments, Boards, Committees and Work Groups shall be supervised by and amenable to the Network Superintendent.
- C. The Board of Directors shall serve as the Credentials Committee.

## **ARTICLE III. MINISTRY**

### **Section 1. Ministerial Credentials**



- A. Qualifications.** The qualifications for ministerial credentials with the Assemblies of God shall be determined by the General Council of the Assemblies of God.
- B. Process.** The process for obtaining credentials through the Potomac Ministry Network is described in the Network Operation Manual.
- C. Eligibility.** Only Assemblies of God ministers in good standing with their respective Ministry Network councils shall be eligible to serve as lead/senior pastors of Assemblies of God churches in the Potomac Ministry Network.
- D. General Council Rulings.** There are many matters which affect the fellowship and activities of our Network which are covered by General Council rulings. Full information is available on these matters in the Bylaws of the General Council of the Assemblies of God.

## **Section 2. Local Churches**

- A. Recognition.** The Network shall recognize local churches as General Council Affiliated, District Council (Network) Affiliated, and Parent Affiliated according to the criteria and procedure established in the General Council Bylaws.
- B. Pastoral Selection for General Council Affiliated Churches.** The Superintendent and Regional Executive Presbyters shall be available for



consultation before local churches call ministers as pastoral candidates. It is recommended that their election shall be for an indefinite period of time.

- C. Pastoral Appointment for Network Affiliated Churches.** The pastor of a District Council (Network) Affiliated Church shall be appointed by the Network Board of Directors.
- D. Pastoral Removal.** Should it be deemed necessary to remove a pastor, those who shall represent the church shall consult with the Superintendent and Regional Executive Presbyter to determine what action should be taken.
- E. Local Church Constitution & Bylaws.** The General Council Affiliated church shall adopt a constitution and bylaws in keeping with the recommendations, policies and practices of the Assemblies of God, thus adequately protecting its people, property, and pastor. A copy of this constitution shall be furnished to the Ministry Network office for their permanent records. Network Affiliated churches shall adopt bylaws provided by the Potomac Ministry Network.

### **Section 3. Network Meetings**

- A. Network Conference.**

  1. The Network shall hold an annual Conference of its membership at a time and place determined by the Board of Directors. All persons attending the Conference session shall register as Voters or Visitors.



2. A special session of the Ministry Network may be called by the Board of Directors when and how they deem necessary.
  3. An Assemblies of God ordained minister in good standing with the Network may submit a request to the Board of Directors for a special meeting of the Ministry Network provided that a written request for such meeting has been signed by no fewer than twenty percent (20%) of the ordained ministers of the Ministry network.
- B. Ministerial Enrichment.** The Network may provide other ministerial events as determined by the Superintendent in consultation with Network leadership.
- C. Regional Meetings.** Each Region shall meet at least biennially for the purpose of nominating the Regional Executive Presbyters as indicated above.

## **ARTICLE IV. FIDUCIARY STEWARDSHIP**

### **Section 1. Obligations**

The members of the Network shall be responsible for the financial support of the Potomac Ministry Network.

### **Section 2. Agreements**

- A. Minister's Tithe.** Each minister shall contribute not less than seventy-five percent (75%) of his or her tithes on all earned income and allowances into





the ministry Network Operational Fund each month. Exception shall be made in accordance with the General Council Bylaws or on a case by case basis by the Network Board of Directors. The fulfillment of the agreement to contribute to Network support as stipulated herein shall be considered as being an essential requirement for the renewal of ministerial credentials each year.

- B. Local Church Network Support.** Each church is encouraged to send a monthly offering for the Ministry Network's administration expense.

### **Section 3. Budget**

The Board of Directors shall annually review and authorize a budget for the Potomac Ministry Network. The budget shall be administered in accordance with the financial policy approved by the Board of Directors detailed in the Network Operation Manual.

### **Section 4. Property**

The Potomac Ministry Network shall, through its corporate name or its appointed trustees, acquire, hold, convey, transfer, sell, or otherwise dispose of its property in accordance with the express wishes of the Potomac Ministry Network or through its duly elected officers.

## **ARTICLE V. ORGANIZATIONAL RULES**



## Section 1. Transactions with Interested Parties

A contract or other transaction between the Network and one or more of its Presbyters, Officers, Directors, Members, or family members thereof (hereinafter “Interested Party”), or between the Network and any other entity, of which one or more of the Network, its Presbyters, Officers, Directors, or Members are also Interested Parties, or in which entity an Interested Party has a financial interest will be voidable at the sole election of the Network unless all of the following provisions are satisfied:

- The Network entered into the transaction for its own benefit;
- The transaction was fair and reasonable as to the Network, or was in furtherance of its exempt purposes at the time the Network entered into the transaction;
- Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Board Members then in office, without counting the vote of the interested party, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
- Prior to authorizing or approving the transaction, the Board, in good faith determined after reasonable investigation and consideration, that either the Network could not have obtained a more advantageous arrangement with



reasonable effort under the circumstances, or the transaction was in furtherance of the Network's tax-exempt purposes.

Common or interested Board members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. The Board may adopt additional Conflicts of Interest policies, in addition to the above, that shall provide for full disclosure of material conflicting interest by Board members, officers, or staff. These policies shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Network.

## **Section 2. No Compensation for Board Members**

No salary or compensation should be paid to any Board member in his or her capacity as a member of the Board, but nothing herein shall be construed to preclude any Board member from serving in any other permitted capacity and receiving reasonable compensation thereof. Moreover, Board members may receive reasonable reimbursement for Network related travel and approved expenses upon request and submission of proper written documentation.

## **Section 3. No Private Inurement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable



compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 4. Parliamentary Procedure**

The business sessions of the Potomac Ministry Network shall be governed by parliamentary procedure as set forth in the current edition of Robert's Rules of Order Newly Revised, in keeping with the spirit of Christian love and fellowship.

#### **Section 5. Notice and Quorum**

Written notice of the annual or a special called Network business meeting is required to be sent thirty (30) days in advance to all ministers and delegates. Those ministers and delegates who respond to the announcement by the Board of



Directors for the annual or special Ministry Network meeting shall constitute a quorum.

## **Section 6. Order of Business**

Each business session of the Ministry Network Council shall be opened with prayer.

The minutes of each session shall be recorded for the Ministry Network

constituency. The regular order of business for the Ministry Network shall be:

- (1) Appointment of Committees
- (2) Report of the Superintendent
- (3) Report of the Assistant Superintendent
- (4) Report of the Secretary-Treasurer
- (5) Committee Reports
- (6) Unfinished Business
- (7) Election or Ratification of Officers:
  - (a) Superintendent
  - (b) Assistant Superintendent
  - (c) Secretary-Treasurer
  - (d) Regional Executive Presbyters



- (e) At-Large Executive Presbytery Nominees
  - (f) General Council Executive Presbyter Nominees (when requested)
- (8) New Business
- (9) Adjournment

## **Section 7. Indemnity**

To the fullest extent permitted by Maryland law, as now in effect or as may hereafter be amended, no Director or Officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer or Director of the Corporation, provided however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) or the Code of Maryland.

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her testator or intestate, is or was a Director or officer, employee or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his or her related expense, to the full extent permitted by law.



The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors and officers.

## **Section 8. Amendments**

Amendments to the Bylaws may be made at any regular or special called business session of the Potomac Ministry Network by a majority vote.

