



THE OMNIVERSAL CHURCH COVENANT

AMENDED AND RESTATED COVENANT BYLAWS OF THE OMNIVERSAL CHURCH WORLD TEMPLE

These Amended and Restated Covenant ("Bylaws") govern the affairs of The Omnipresent Church for the Global Village, an ecclesiastical government, & religious unincorporated nonprofit organization, of the feodus operum covenant ("church") & trust indenture of the Hon. Larry Shelton ("The Chaplaincy"). The Omnipresent Church is organized through the Noocratic Society Omnipresent Charter and "customary international law" (UN Diplomatic Relations, Preamble, Article 47.1; UN Consular Relations, Preamble; UN Immunities of States, Preamble: 5; UN Law of Treaties, Preamble, Article 38). Such status as a sovereign "subject of international law" is binding upon all countries regardless of recognition (UN Law of Treaties, Articles 3, 38), and inherently possesses diplomatic and consular relations (UN Consular, Articles 3, 1(d), 17.1) including as a non-territorial state (UN Diplomatic, Articles 1(i), 3.1(a)). These Bylaws amend and restate, in its entirety, the previous Covenants of the Omnipresent Church, as amended.

ARTICLE 1

NAME AND PRINCIPAL OFFICE

The Omnipresent Church is organized through the Noocratic Society Omnipresent Charter and "customary international law" (UN Diplomatic Relations, Preamble, Article 47.1; UN Consular Relations, Preamble; UN Immunities of States, Preamble: 5; UN Law of Treaties, Preamble, Article 38). Such status as a sovereign "subject of international law" is binding upon all countries regardless of recognition (UN Law of Treaties, Articles 3, 38), and inherently possesses diplomatic and consular relations (UN Consular, Articles 3, 1(d), 17.1) including as a non-territorial state (UN Diplomatic, Articles 1(i), 3.1(a)). These Bylaws amend and restate, in its entirety, the previous Covenants of the Omnipresent Church, as amended. The name of this ecclesiastical government & religious intergovernmental organization ("church") is The World Temple as the Omnipresent Church for the Global Village. The principal office of the Omnipresent Church in the City-State of Amexem (Texas) shall be located at Nu University City or Houston, Texas. The World Temple Administration as the Board of Directors of the Omnipresent Church shall have full power and authority to change any office from one location to another, either in temporal jurisdiction, Louisiana or elsewhere. The Omnipresent Church shall comply with the requirements of the World Law and maintain a registered office and registered agent in Global Districts. The registered office may be, but need not be, identical to the Omnipresent Church's principal office in Texas. The World Temple Administration as the Board of Directors may change the registered office and the registered agent as provided in the World Law established by World Government.



ARTICLE 2

STATEMENT OF INTERFAITH

This Omniversal Church accepts the sacred scriptures deriving its power and authority from the Great Summeria Tablets (Holy Tablets), Atra Hasis, Enuma Elish, the Akkadian Tablets, and the Holy Scriptures of the Seven Seals, El Suhuf – The Pure Pages, El Hikmah – Book of Wisdom, El Torah – The Laws, El Zabuwr – The Book Psalms, Book of Barnabas, El's Injyil – Book of Revelations, and El Qur'aan – The Revelations, which was given by Arch Angel Gabriy'El to Muhammad the Seal of the Prophet, To appoint and consecrate missionaries of the prophet and to establish our Royal and Imperial Divan (Government) throughout the boundless Omniverse as the revealed will of God, the all-sufficient rule of faith and practice, and for the purpose of fulfilling God's mission.

ARTICLE 3

AUTONOMY

This Omniversal Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with the Noocratic Society & and all other World Temple's & Churches in world missions and otherwise, this Omniversal Church may voluntarily treaty, partner, or affiliated with any churches of like precious interfaith.

ARTICLE 4

PURPOSES

The Omniversal Church is formed for and to establish a True Culture Society and lawful purpose or purposes not expressly prohibited under the "customary international law" (UN Diplomatic Relations, Preamble, Article 47.1; UN Consular Relations, Preamble; UN Immunities of States, Preamble: 5; UN Law of Treaties, Preamble, Article 38). Such status as a sovereign "subject of international law" is binding upon all countries regardless of recognition (UN Law of Treaties, Articles 3, 38), and inherently possesses diplomatic and consular relations (UN Consular, Articles 3, 1(d), 17.1) including as a non-territorial state (UN Diplomatic, Articles 1(i), 3.1(a)). The Omniversal Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c) or 501 (d) of the Internal Revenue Code of 1986, as amended. Section 508(c)(1)(A) states that "churches, their integrated auxiliaries, and conventions or associations of churches" are a mandatory exception to section 501(c)(3), they are already tax exempt without notifying or applying to the government under section 501(c)(3). Also Organizations exempt under IRC Section 501(d) are religious or apostolic associations or corporations which have a common treasury or community treasury. All of the organization's property is owned in community and, each member, upon leaving the organization, is not entitled to any part of the community assets. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Omniversal Church in any other activities, including taxable activities, but only to the extent, the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Omniversal Church are:



(a) To promote the global interfaith & spirituality by any appropriate form of expression, within any available medium, and in any location, through the Omnipresent Church's combined or separate formation, of a political subdivision, government jurisdiction, temple, church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To establish and maintain a place of worship of the Almighty God, our Heavenly Father; to provide for Global Village fellowship; to propagate the gospel of sacred scriptures and all prophets, ancient and modern, both at home and in foreign lands, and to support and send missionaries throughout the world;

(c) To ordain, employ and discharge ordained ministers of the Gospel of the sacred scriptures, and others, to conduct and carry on divine services at all and any of the places of worship of the Omnipresent Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Omnipresent Church and the accomplishment of its purpose within the Global Village worldwide.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c) and 501(d) of the Internal Revenue Code of 1986 as amended. Section 508(c)(1)(A) states that "churches, their integrated auxiliaries, and conventions or associations of churches" are a mandatory exception to section 501(c)(3), they are already tax exempt without notifying or applying to the government under section 501(c)(3).

(f) This Omnipresent Church is also organized to promote, encourage, and foster any other similar spiritual, 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 Omnipresent Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Omnipresent Church. Provided, however, no act may be performed which would violate Section 501(c) or 501(d) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended, the World Law, or any applicable Noocratic laws.

(g) Statement on Marriage and Sexuality – We accept that the term "marriage" has only one meaning and that is marriage sanctioned by God which joins man and woman in a single, exclusive union, as delineated in Scripture Law. We accept that God intends sexual intercourse but not intimacy to only occur between a man and a woman who are married to each other. We accept that God has commanded that no intimate sexual activity should occur outside of a marriage between man and a woman or any formal union for that matter.

We accept that any form of sexual immorality, such as adultery, fornication, homosexuality, male bisexual conduct, bestiality, incest, pornography or any attempt to change one's sex, or disagreement with one's biological sex, is considered sinful or transgressed and offensive to God.

We accept that in order to preserve the function and integrity of the World Temple or church as the local Body of Anointedness, and to provide a sacred, sacral or biblical role model to the World Temple or church members and every community globally, it is imperative that all persons employed by the World Temple or church in any capacity, or who serve as volunteers, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly.



We accept as fact that in the sacred, sacral, and or biblical teachings, that marriage is established between any union of intimacy between two or more people accepted & acknowledged by all involved, and marriages outside those parameters will not be performed by World Temple or church ministers or on church property.

We accept that God offers redemption and restoration to all who profess and forsake their transgressions, broken oaths, affirmations, and or forgivable sins, seeking mercy and forgiveness through redemption of annointedness and spiritual revitalization.

We accept that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture Law nor the doctrines of the World Temple or church.

Statement of Sacred, Sacral, & Biblical Authority

“The statement of Interfaith does not exhaust the extent of our faith. The Holy Tablets, the Sacred Scriptures, & the Bible itself, as the inspired and infallible Words of God that speaks with final authority concerning truth, morality, and the proper conduct of all, is the sole and final source of all that we acknowledge. For purposes of the World Temple or church doctrine, expression, practice, policy, and discipline, our World Temple Administration as the Board of Directors is the World Temple or church’s final interpretive authority on the Holy Tablets, All Sacred Scriptures, included but not limited to the Bible’s meaning and application.”

Statement of Purpose

The World Temple or church’s facilities were provided through God’s benevolence and by the sacrificial generosity of World Temple or church members. The World Temple or church desires that its facilities be used for the fellowship of the Body of Anointedness and always to God’s glory. Although the facilities are not generally open to the public, we make our facilities available to approved non-member persons and groups as a witness to our faith, in a spirit of Noological charity, and as a means of displaying the Gospel of sacred scriptures in full expression.

However, any facility use will not be permitted to persons or groups holding, advancing, or advocating beliefs, or advancing, advocating, or engaging in practices that conflict with the World Temple or church’s fate or moral teachings, which are summarized in, among other places, the World Temple or church’s constitution and covenant bylaws. Nor may facilities be used for activities that contradict, or are deemed by the pastor as inconsistent with, or contrary to the World Temple or church’s fate or moral teachings. The pastor, or any official designee, is the final decision-maker on whether a person or group is allowed to use World Temple or church facilities.

This restricted facility use policy is necessary for two important reasons. First, the World Temple or church may not in good conscience materially cooperate in activities or information that are contrary to its faith. Allowing its facilities to be used for purposes that contradict the World Temple or church’s fate would be material cooperation with that activity, and would be a grave violation of the World Temple or church’s faith and religious practice. See 2 Corinthians 6:14; 1 Thessalonians 5:22.



Second, it is very important to the World Temple or church that it presents a consistent message to the community, which the World Temple or church staff and members conscientiously maintain as part of their witness to the Gospel of the sacred scriptures. To allow facilities to be used by groups or persons who express invalid and untrue knowledge or engage in practices contrary to the World Temple or church's faith would have a severe negative impact on the message that the World Temple or church strives to promote. It could also be a source of confusion and scandal to The World Temple or church members and the community because they may reasonably perceive that by allowing use of our facilities, the World Temple or church is in agreement with the knowledge or practices of the persons or groups using World Temple or church facilities.

Therefore, in no event shall persons or groups who hold, advance, or advocate beliefs, or advance, advocate, or engage in practices that contradict the Omniversal church's faith use of any temple or church facility. Nor may facilities be used in any way that contradicts the World Temple or church's faith. This policy applies to all World Temple's & church facilities, regardless of whether the facilities are connected to the World Temple's or church's sanctuary, because the World Temple's or church sees all of its property as holy and set apart to worship God. See Colossians 3:17.

ARTICLE 5

POWERS AND RESTRICTIONS

Except as otherwise provided in these Covenant Bylaws and in order to carry out the above-stated purposes, the Omniversal Church shall have all those powers set forth in the World Law, as it now exists or as it may hereafter be amended. Moreover, the Omniversal Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Omniversal Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Omniversal Church shall not pay dividends and no part of the net earnings of the Omniversal Church shall inure to the benefit of or be distributive to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles and these Covenant Bylaws. No substantial part of the activities of the Omniversal Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office unless Noocratic. Notwithstanding any other provisions of the Articles of Organization (Incorporation) or these Covenant Bylaws, the Omniversal Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c) and 501 (d) of the Internal Revenue Code of 1986. Section 508(c)(1)(A) states that "churches, their integrated auxiliaries, and conventions or associations of churches" are a mandatory exception to section 501(c)(3), they are already tax exempt without notifying or applying to the government under section 501(c)(3). Also Organizations exempt under IRC Section 501(d) are religious or apostolic associations or corporations which have a common treasury or community treasury.



All of the organization's property is owned in community and, each member, upon leaving the organization, is not entitled to any part of the community assets. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Omnipresent Church in any other activities, including taxable activities, but only to the extent, the activities would be permitted by a tax-exempt organization. Churches receive the same tax exempt status and benefits as a 501(c)(3) organization, without the partnership, acknowledgement, and communications with any government. More particularly, but without limitation, the purposes of this Omnipresent Church ecclesiastical government Registration No. 2177696 are:

(b) In the event this Omnipresent Church is in any one year establish a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Omnipresent Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Omnipresent Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6

Membership

The Omnipresent Church shall have nine classes of membership. Membership in this Church shall be open to all who give faith openly to the Omnipresent creator. The World Temple Administration as the Board of Directors may adopt and amend application procedures and qualifications for membership in the Omnipresent Church. Power to manage and govern the Omnipresent Church shall be vested in the World Temple Administration as the Board of Directors as set forth in Article 7 of these Covenant Bylaws. As such, non-members are not entitled to vote in person, by proxy or otherwise.



ARTICLE 7

MANAGEMENT OF THE CHURCH

BOARD OF DIRECTORS

7.01 **Management.** Power to manage and govern the affairs of the Omniversal Church is vested in the World Temple Administration as the Board of Directors of the Church, except for powers granted to World Ministry & the World Congregation members by these Covenant Bylaws. The term "Board of Directors" shall mean the World Temple Administration as the Board of Directors as required by the Law.

7.02 **Number of Directors.** The World Temple Administration as the Board of Directors shall consist of the World Chaplin or Senior Pastor, and until changed by amendment of the Articles of Organization (Incorporation) or these Covenant Bylaws, such number of additional Ministerial Directors as may from time to time be nominated and elected in accordance with these Covenant Bylaws, provided that the total number of Ministerial Directors shall not be less than three (3) nor more than nine (9).

7.03 **Term of Ministerial Directors.** Each Ministerial Director, other than the office of the World Chaplain or Senior Pastor, shall hold office for a period of one (1) year or until a successor is elected, appointed, or designated herein, and may serve successive terms. The World Chaplain or Senior Pastor shall be a full voting member of the World Temple Administration as the Board of Directors.

7.04 **Chairman of the Board.** The World Chaplain or Senior Pastor shall serve as the Chairman of the World Temple Administration as the Board of Directors and shall preside at all the meetings of the World Temple Administration as the Board of Directors. The World Chaplain as the World Chancellor shall have the power in his sole discretion to select an Appointee, who shall be endowed with all powers of the World Chaplain or Senior Pastor, in his absence, at any meetings of the World Temple Administration as the Board of Directors or Noocratic World Committees. Any reference to the World Chaplain or Senior Pastor in these Covenant Bylaws shall, by default, make reference to the Appointee.

7.05 **Powers.** The World Temple Administration as the Board of Directors shall have all of the rights, powers, and responsibilities of a World Temple Administration as the board of directors pursuant to the World Law, subject to any limitations under the World Law, the Articles of Organization of the Omniversal Church and these Covenant Bylaws. All corporate powers shall be exercised by or under the authority of the World Temple Administration as the Board of Directors. The World Temple Administration as the Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for governments or nonprofit corporations. In particular, the World Temple Administration as the Board of Directors shall be responsible for the acquisition and disposition of Omniversal Church property, including but not limited to real property, in conjunction with appropriate noocratic world committees, which includes the management of its financial resources. The World Temple Administration as the Board of Directors shall have the power to buy, sell, mortgage, pledge or encumber any Omniversal Church property, including but not limited to real property, and incurred related indebtedness.



7.06 Nomination and Election. The World Temple Administration as the Board of Directors shall nominate persons they deemed qualified to serve on the World Temple Administration as the Board of Directors. In addition, the World Temple Administration as the Board of Directors may appoint a Nomination Advisory Team to report to the World Temple Administration as the Board of Directors regarding suitable nominees. The persons nominated shall be presented to the World Temple Administration as the Board of Directors for election at a regular or special meeting. Ministerial Directors shall be natural persons who are active members of The Omniversal Church of the Global Village.

7.07 Vacancies. The World Temple Administration as the Board of Directors of the Omniversal Church shall be given a reasonable amount of time to nominate persons they deem qualified in accordance with these Covenant Bylaws to serve on the World Temple Administration as the Board of Directors to fill any vacancy occurring on the World Temple Administration as the Board of Directors, and any position to be filled due to an increase in the number of Ministerial Directors serving. A vacancy is filled by the affirmative vote of the remaining Ministerial Directors, even if it is less than a quorum of the Ministerial Directors, or if it is a sole Ministerial Director. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.08 Meetings. Regular or Special meetings of the World Temple Administration as the Board of Directors may be held either within or outside the located city, state, and or nation of registration, but shall be held at the Omniversal Church's registered office in the City-State of Amexem (Texas), if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Ministerial Directors, either before or after the meeting. If such 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 communication equipment, as long as all Ministerial Directors participating in the meeting can hear one another. All Ministerial Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the World Temple Administration as the Board of Directors shall occur at least annually.

(a) Regular Meetings. Regular meetings of the World Temple Administration as the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the World Temple Administration as the Board of Directors.

(b) Special Meetings. A special meeting of the World Temple Administration as the Board of Directors may be called by the World Chaplain or Senior Pastor or any two (2) Ministerial Directors.

(c) Notice of Special Meetings.

1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each Ministerial Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Ministerial Director or to a person at the Ministerial Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Ministerial Director; (d) by telecopier to the Ministerial Director's office or home; or (e) by electronic mail ("e-mail").



2) **Time Requirements.** Notice sent by first class mail shall be deposited in the (e)mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Ministerial Director or given at least twenty-four (24) hours before the time set for the meeting.

3) **Notice Contents.** The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Omniversal Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) **Waiver.** Attendance of a Ministerial Director at a meeting shall constitute waiver of notice of such meeting, except where the Ministerial Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.09 Action without Meeting. Any action required or permitted to be taken by the World Temple Administration as the Board of Directors may be taken without a meeting, if all of the Ministerial Directors, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Omniversal Church.

7.10 Quorum. A majority of the number of Ministerial Directors then in office shall constitute a quorum for the transaction of business at any meeting of the World Temple Administration as the Board of Directors. The Ministerial Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Ministerial Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Ministerial Directors in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Ministerial Directors present may adjourn and reconvene the meeting one time without further notice.

7.11 Proxies. Voting by proxy is prohibited.

7.12 Duties of Directors. Ministerial Directors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably strive to be in the best interest of the Omniversal Church. Ministerial Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Omniversal Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Omniversal Church, professional advisers or experts such as accountants or legal counsel. A Ministerial Director is not relying in good faith if the Ministerial Director has knowledge concerning a matter in question that renders reliance unwarranted.

Ministerial Directors are deemed to have the duties of trustees of ecclesiastical trust with respect to the Omniversal Church or with respect to any property held or administered by the Omniversal Church, including property that may be subject to restrictions imposed by the donor or transferal of the property.



7.13 Delegation of Duties. The World Temple Administration as the Board of Directors is entitled to select advisers and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Omnipresent Church; and to sell, transfer, or otherwise dispose of the Omnipresent Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Ministerial Directors have no personal liability for actions taken or omitted by the World Temple Advisor if the World Temple Administration as the Board of Directors acts in good faith and with ordinary care in selecting the World Temple Advisor. The World Temple Administration as the Board of Directors may remove or replace the World Temple Advisor, with only probable cause.

7.14 Interested Parties. Pursuant to the World Law and the provisions of Article 12 below, a contract or transaction between the Omnipresent Church and a Ministerial Director of the Omnipresent Church is not automatically void or voidable simply because the Ministerial Director has a financial interest in the contract or transaction.

7.15 Actions of World Temple Administration as the Board of Directors. The World Temple Administration as the Board of Directors shall act by consensus. However, the vote of a pure portioned representation of the Ministerial Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the World Temple Administration as the Board of Directors unless the act of a greater number is required by world law or the Covenant Bylaws. A Ministerial Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the World Temple Administration as the Board of Directors.

7.16 Compensation. Ministerial Directors, including the World Chaplain Senior Pastor, shall receive salaries or compensation for their services on the World Temple Administration as the Board of Directors. The World Temple Administration as the Board of Directors may adopt a resolution providing for payment to Ministerial Directors for expenses of attendance, if any, at a meeting of the World Temple Administration as the Board of Directors. A Ministerial Director may serve the Omnipresent Church in any other capacity and receive reasonable compensation for those services.

7.17 Removal of Directors other than the World Chaplain or Senior Pastor. The World Temple Administration as the Board of Directors may vote to remove a Ministerial Director, other than the World Chaplain or Senior Pastor, at any time, with probable cause. A World Interfaith Court session, forum, or meeting to consider the removal of a Ministerial Director may be filed, called, and the noticed claim following the procedures provided in these Covenant Bylaws. A Ministerial Director may be removed by the affirmative vote of a pure portioned representations of the Ministerial Directors. For provisions regarding removal of the World Chaplain or any Senior Pastor, see Section 9.07.

7.18 Resignation of Ministerial Directors. Any Ministerial Director may resign at any time by giving written notice to the Omnipresent Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



7.19 **Omniversal Church Questions.** In any case where a question arises regarding ecclesiastical polity, Noological doctrines, membership discipline, questions of the Omniversal Church property, or with respect to any other matter that shall arise concerning the Omniversal Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Omniversal Church, or at other times, the World Temple Administration Board of Directors shall decide such question by Noocratic electoral vote.

7.20 **Omniversal Church Disruptions.** Any person deemed by the World Temple Administration as the Board of Directors to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Tablets, or sacred scriptures, and even the Bible espoused by the Omniversal Church; or (b) pose a physical or psychological threat to any person or to the Omniversal Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Omniversal Church shall be considered a trespasser on Omniversal Church property and may be ejected, judge, excommunicated, and even possibly imprisoned summarily. No Director shall incur any liability for acting in good faith in the interests of the Omniversal Church pursuant to this section.

7.21 **Deadlock.** In the case where the World Temple Administration as the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is seated on the Board of Directors, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive pure portioned representational vote on any issue before the World Temple Administration as the Board of Directors, then, in such instance, the World Chaplain or Senior Pastor as the World Chancellor or his Appointee, shall cast an additional ballot which shall be known as a "pure portioned representational or Noocratic ballot," so that an official act or decision may be taken by the World Temple Administration as the Board of Directors. The Noocratic ballot shall be cast in addition to the regular Ministerial Director's vote cast by the World Chaplain or Senior Pastor as the World Chancellor.

ARTICLE 8

GLOBAL INTERFAITH & SPIRITUALITY MINISTRY BOARD

8.01 **Purpose.** The Global Interfaith & Spirituality Ministry Board serves as and in the discretion of the World Temple Administration as the Board of Directors. However, in instances in which there is a dispute or controversy involving the World Chaplain or Senior Pastor that could reasonably result in a disciplinary action against the World Chaplain or Senior Pastor, including but not limited to termination, the World Temple Administration as the Board of Directors shall immediately refer all such disputes or complaints to the Global Interfaith & Spirituality Ministry Board. The Global Interfaith & Spirituality Ministry Board shall have exclusive authority to investigate any such charges and to take whatever action on behalf of the Omniversal Church which it has information, in its sole discretion based upon two-thirds (2/3) pure portioned representational vote, is appropriate under the circumstances up to and including removal of the World Chaplain or Senior Pastor if justified according to the standards set forth under Article 9.07.

This Board may also investigate any other matters referred to it by the World Temple Administration as the Board of Directors, interview all appropriate witnesses or parties to a dispute, attempt to direct or foster a settlement of such disputes or controversies, and failing in that, make recommendations for further action by the World Temple Administration as the Board of Directors.



8.02 Qualifications and Number of Members. The Spirituality Board shall consist of certain elder, experienced clergy from inside or outside of the Omnipresent Church with impeccable reputations for honesty, character, and judgment. The total number of members on the Global Interfaith & Spirituality Ministry Board shall not be less than one (1) nor more than seven (7). The initial Global Interfaith & Spirituality Ministry Board shall initially consist of the following members:

World Chancellor as the World Chaplain, World Temple High Priest, World Temple Deacon, World Temple Diplomat, World Temple Secretary, World Temple Treasurer, and World Temple Sergeant of Arms, World Temple Advisor, World Temple Administrator

8.03 Election and Term of Office. All members of the Global Interfaith & Spirituality Ministerial Board of the Omnipresent Church shall be appointed by a pure portioned representational vote of the World Temple Administration as the Board of Directors. The term of office of all the members except the World Chaplain of the Global Interfaith & Spirituality Ministerial Board shall be one year; however, such members may serve consecutive terms without limitation.

8.03 Termination of Board and Removal of Members. The Global Interfaith & Spirituality Ministerial Board may not be dissolved and no member of the Global Interfaith & Spirituality Ministerial Board may be removed or replaced during the pendency of an investigation or disciplinary proceeding involving the World Chaplain or Senior Pastor.

ARTICLE 9

OFFICERS

9.01 Officer Positions. The officers of the Omnipresent Church shall be the World Chancellor as the World Chaplain, World Temple High Priest, World Temple Deacon, World Temple Diplomat, World Temple Secretary, World Temple Treasurer, and World Temple Sergeant of Arms, World Temple Advisor, World Temple Administrator and any other officers chosen at the discretion of the World Chaplain or Senior Pastor. The World Chaplain or Senior Pastor shall serve as the Chancellor and chief executive officer of the Omnipresent Church and shall act as the moderator/judge of the Omnipresent Church's World Interfaith Court. The World Chaplain or Senior Pastor may appoint a member of the Omnipresent Church to act as moderator/judge. In the event of a vacancy in the office of the World Chaplain or Senior Pastor, the World Temple Administration as the Board of Directors shall appoint a member of the Omnipresent Church to act as moderator/judge. The moderator/judges shall be responsible for establishing the agenda, protocol and rules of order for each court docket, sessions, & meetings and shall conduct the meeting accordingly. The World Chaplain or Senior Pastor may create additional officer positions for the World Interfaith Court, define the authority and duties of each such position, and appoint persons to fill the positions.



9.02 Election and Term of Office. The World Temple High Priest, World Temple Deacon, World Temple Diplomat, World Temple Secretary, World Temple Treasurer, and World Temple Sergeant of Arms, World Temple Advisor, World Temple Administrator shall hold office until the nine year election for a new Chancellor, or is removed pursuant to Section 9.07, or dies. In the event of resignation by the World Chaplain or Senior Pastor, the World Chaplain or Senior Pastor, if in good standing, along with the Global Interfaith & Spirituality Ministerial Board shall make recommendation to the World Temple Administration as the Board of Directors. In the event of a vacancy in the office of the World Chaplain or Senior Pastor, for any reason other than by resignation or if the resigning World Chaplain or Senior Pastor is not in good standing, then the Global Interfaith Spirituality Ministerial Board along with the High Priest of the Omniversal Church shall make recommendations to the World Temple Administration Board of Directors. The recommendations shall constitute a nomination for the office of World Chaplain or Senior Pastor. The election shall take place at a regular or special meeting of the World Temple Administration as the Board of Directors called for the purpose of electing a new World Chaplain or Senior Pastor.

All other officers of the Omniversal Church shall be appointed by the World Chaplain or Senior Pastor of Patronage. The term of office of all World Ministry offices other than that of the World Chancellor as the World Chaplain or Senior Pastor shall be one- three years; however, such officers may serve consecutive terms without limitation.

9.03 World Chaplain. The World Chaplain or Senior Pastor shall be the Chancellor of the Omniversal Church and shall be in charge of all the World Ministries of the Omniversal Church. The World Chaplain or Senior Pastor shall supervise and control all of the business and day-to-day affairs of the Omniversal Church. The World Chaplain or Senior Pastor shall be responsible for hiring a staff of divine right & choice and shall supervise directly or by delegation all staff members so hired. The World Chaplain or Senior Pastor shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment only with probable cause by and official summary judgment of the World Interfaith Court.

The World Chaplain or Senior Pastor of the Omniversal Church is responsible for leading the Omniversal Church in accordance with Sacred, Sacral, & Biblical principles as set forth in all Sacred Scriptures. As such, the World Chaplain or Senior Pastor shall be the leader of the Omniversal Church congregation, the Omniversal Church staff as the World Temple Administration, & all Omniversal Church organizations, all Omniversal Church ministries, and the World Temple Administration as the Board of Directors, and all Omniversal Church Advisory Councils & Noocratic World Committees, as the World Parliament to accomplish the Sacred Scriptures purposes of the Omniversal Church. The World Chaplain or Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position as elected, appointed, directed and to fulfill all duties incident to the office of World Chancellor.

9.04 World Temple High Priest. The World Temple High Priest or Senior Pastor Patronage shall appoint the World Temple Diplomat of The Omniversal Church. When the High Priest or Senior Pastor is absent, is unable to act, or refuses to act in his role as High Priest of the World Temple Administration as the Board of Directors, the World Temple Diplomat shall perform the duties of the World Temple High Priest or Senior Pastor. When the World Temple High Priest acts in place of the World Chaplain or the Senior Pastor, the World Temple High Priest shall have all the powers of and be subject to all the restrictions upon the World Chaplain or Senior Pastor.



The High Priest shall perform other duties as assigned by the World Chaplain or Senior Pastor or The World Temple Administration as the Board of Directors. Except as expressly authorized by the World Temple Administration as the Board of Directors, the World Temple High Priest shall have no authority to sign for or otherwise bind the Omniversal Church.

9.05 World Temple Treasurer. The World Chancellor, Senior Pastor of patronage or the elected World Chaplain shall appoint the World Temple Treasurer of The Omniversal Church. The World Temple Treasurer of The Omniversal Church shall: (a) have charge and custody of and be responsible for all funds and securities of The Omniversal Church & The World Temple Treasury; (b) receive and give receipts for monies due and payable to The Omniversal Church from any source; (c) deposit all monies in the name of The Omniversal Church in e-wallets, banks, trust companies, or other depositories as provided in the Covenant Bylaws or as directed by the World Temple Administration as the Board of Directors; (d) write checks and disburse funds to discharge obligations of The Omniversal Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the World Chaplain, Senior Pastor Patron or by World Temple Administration as the Board of Directors; (h) if required by the World Temple Administration as the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the World Temple Administration as the Board of Directors; and (i) perform all of the duties incident to the office of World Temple's treasurer.

9.06 World Temple Secretary. The World Chaplain or Senior Pastor shall appoint the World Temple Secretary of the Omniversal Church. The World Temple Secretary of the Omniversal Church shall: (a) give all notices as provided in the Covenant Bylaws or as required by world law; (b) take minutes of the meetings of the members and of the World Temple Administration as the Board of Directors and keep the minutes as part of the Omniversal Church records; (c) maintain custody of the Omniversal Church records and of the seal of The Omniversal Church; (d) affix the seal of The Omniversal Church to all documents as authorized; (e) keep a register of the mailing address of each member, Director, officer, and employee of The Omniversal Church; (f) perform duties as assigned by the Senior Pastor or by the World Temple Administration as the Board of Directors; and (g) perform all duties incident to the office of World Temple secretary.

9.07 Removal of Senior Pastor-Patron(s). Subject to the rights, if any, under any contract of employment with the Omniversal Church, the World Chaplain or Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of the Global Interfaith & Spirituality Ministerial Board present in person at any general or special meeting duly noticed pursuant to Section 7.08, of these Covenant Bylaws. The World Chaplain or Senior Pastor shall only be removed from office, subject to the terms of any contractor agreement, for any of the following reasons: (a) falling into transgression, unlawful & sinful, and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Omniversal Church in its community; (c) teaching doctrines inconsistent with The Holy Tables and the sacred scriptures (d) neglect of duties; (e) resignation; or (f) death or disability.

9.08 Removal of Other Officers. All other Omniversal Church officers may be removed, only with probable cause, and or by a vote of the World Chaplain Senior Pastor and a pure portioned representational vote of the members of the World Temple Administration as the World Interfaith Court Board of Directors.



9.09 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Universal Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.10 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 10

NOOCRATIC WORLD COMMITTEES AND ADVISORY COUNCILS

10.01 Establishment. The World Temple Administration as the Board of Directors may, at its discretion, adopt a resolution establishing one or more Noocratic World Committees or Advisory World Ministry Councils. Any and all Advisory Ministry Councils shall conform to rules established by the World Temple Administration as the World Parliament Board of Directors.

10.02 Independent Compensation Committee. Annually, the World Temple Administration as the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee for the World Parliament. The World Chaplain Senior Pastor shall be the chairman or a voting member of the Noocratic World Committee. At least two of the persons serving on the Committee shall be Ministerial Directors. The Noocratic World Committee shall be elected by a vote of the World Temple Administration as the Board of Directors. The Independent Compensation Committee shall determine and approve the Senior Pastor's compensation, as well as any family members of his. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The World Chaplain or Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The World Chaplain or Senior Pastor shall determine the executive staff's salary and benefits, other than any family member of his, subject to the approval of the Independent Compensation Committee.

10.03 Delegation of Authority. Each Noocratic World Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Board of Directors establishes or delegates any of its authority to a Committee, it shall not relieve the World Temple Administration as the Board of Directors, or Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The World Temple Administration as the Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Noocratic World Committees.



No Noocratic World Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a Director or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 12 below; or (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Law.

The Board of Directors may designate various Advisory Ministry Council not having or exercising the authority of the World Temple Administration as the Board of Directors. Such Advisory Teams shall only function in an advisory capacity to the World Temple Administration as the Board of Directors. The Senior Pastor shall have the power to appoint and remove members of all Advisory Ministry Council. The Senior Pastor shall serve as an ex officio member of all Advisory Ministry Council. The Board of Directors shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Ministry Council.

10.04 Term of Office. Each member of a Noocratic World Committee or Advisory World Ministry Council shall serve until the next annual meeting of the Board of Directors, or until a successor is appointed. However, the term of any Committee or Advisory Ministry Council member may terminate earlier if the Committee or Advisory Ministry Council is terminated by the World Temple Administration as the Board of Directors, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Ministry Council may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Ministry Council shall serve for the unexpired portion of the terminated Committee member's term.

10.05 Chancellor and Vice Chairman. Unless otherwise expressly stated herein, one member of each Noocratic World Committee or Advisory Ministry Council shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Ministry Council shall be appointed by the World Chaplain or Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

10.06 Quorum. One half the number of members of a Committee or Advisory Ministry Council shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.



10.07 Actions. Committees and Advisory Ministry Councils shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Ministry Council unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Ministry Council.

ARTICLE 11

TRANSACTIONS OF THE OMNIVERSAL CHURCH

11.01 Contracts and Legal Instruments. Subject to Article 12, the World Temple Administration as the Board of Directors may authorize an individual officer or agent of the Omnipresent Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Omnipresent Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

11.02 Deposits. All funds of the Omnipresent Church shall be deposited to the credit of the Omnipresent Church in World Treasury of Merit, World Credit Accounts, E-wallets, Private and Public Central Digital banks, trust companies, or other depositories that the World Temple Administration as the Board of Directors for the World Temple Treasury selects.

11.03 Gifts. The World Temple Administration as the Board of Directors may accept on behalf of the Omnipresent Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Omnipresent Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The World Temple Administration as the Board of Directors may make gifts and give charitable contributions that are not prohibited by these Covenant Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Omnipresent Church's Noocratic, global, federal and state tax status.



11.04 Ownership and Distribution of Property.

(a) The Omnipresent Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws. (b) "Dissolution" means the complete disbanding of a member congregation of the Omnipresent Church so that it no longer functions as a congregation or as a public entity. Upon the dissolution of the member congregation of the Omnipresent Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Temple, Church, or Congregation, shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Member Temple or Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c) and 501(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the World Temple Administration Board of Directors; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Omnipresent Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Omnipresent Church Statement of Inter-Faith and basic form of Ecclesiastical Government.

11.05 Approval of Purchases. The purchases in excess of \$10,000.00 shall be subject to the prior approval of the Financial Accountability Board Member as the World Temple Treasurer.

11.06 Whistleblower. The World Temple Administration as the Board of Directors shall establish policies and procedures to allow and encourage any person having cause to believe that the Omnipresent Church is involved in any activity or transaction that is in violation of the law to report that information to World Temple Administration as the Board of Directors or its designated representative and to have all such reports thoroughly investigated and the results reported to the World Temple Administration as the Board of Directors. The reporting person shall not be subject to retaliation for making a good faith report. The World Temple Administration as the Board of Directors shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.

ARTICLE 12

CONFLICT OF INTEREST POLICY

12.01 Purpose. The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Omnipresent Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.



12.02 Definitions.

Interested Person. Any director, principal officer, or member of a committee with powers delegated by the World Temple Administration as the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Omniversal Church has a transaction or arrangement;

A compensation arrangement with the Omniversal Church or with any entity or individual with which the Omniversal Church has a transaction or arrangement; or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Omniversal Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

12.03 Procedures.

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Directors.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairman of the World Temple Administration as the Board of Directors may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the World Temple Administration as the Board of Directors shall determine whether the Omniversal Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the World Temple Administration as the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the



Omniversal Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy.

If the World Temple Administration as the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the World Temple Administration as the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

12.04 Records of Proceedings. The minutes of the World Temple Administration as the Board of Directors shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

12.05 Compensation.

A voting member of the World Temple Administration as the Board of Directors who receives compensation, directly or indirectly, from the Omniversal Church for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Omniversal Church for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the World Temple Administration as the Board of Directors or any Noocratic World committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Omniversal Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 13

BOOKS AND RECORDS

13.01 Required Books and Records. The Omniversal Church shall keep correct and complete books and records of account through the World Temple Treasury.



13.02 **Fiscal Year.** The fiscal year of the Omniversal Church shall begin on the first day of January and end on the last day in December in each year.

13.03 **Audited Financial Statements.** The Omniversal Church shall have each annual financial statement of the Omniversal Church audited by a certified public accounting firm selected by the Board of Directors.

ARTICLE 14

INDEMNIFICATION

14.01 **Indemnification.** To the full extent permitted by the World Law, as amended from time to time, the Omniversal Church shall indemnify any Ministerial Director, Pastor, officer, committee member, employee, or agent of the Omniversal Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Omniversal Church. Reasonable expenses may be advanced by the Omniversal Church in defending such actions.

14.02 **Determination of Right.** A determination of the right to indemnification under the Law shall be made by legal counsel selected by the majority vote of the Board of Directors.

ARTICLE 15

MISCELLANEOUS PROVISIONS

15.01 **King James Version.** The Holy Bible of 1611 referred to in these Covenant Bylaws is the 1611 King James Version of the Old and New Testament of the World Inter-Faith which has been adopted or used by the Board from time to time affirming the sacred scriptures of the Holy Tables.

15.02 **Amendments to Covenant Bylaws.** These Covenant Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a majority vote of the World Temple Administration as the elected Board of Directors.

15.03 **Construction of Covenant.** These Covenant Bylaws shall be construed in accordance with the world laws of the global village. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceable shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

15.04 **Seal.** The World Temple Administration as the Board of Directors may provide for an Omniversal Church seal.

15.05 **Power of Attorney.** A person may execute any instrument related to the Omniversal Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the World Temple Secretary of the Omniversal Church to be kept with the Omniversal Church records.



15.06 **Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Omniversal Church members, Ministerial Directors, officers, employees, and agents of the Omniversal Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

15.07 **World Interfaith Court Dispute Resolution.** In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Omniversal Church and the Omniversal Church itself, or between any member of the Omniversal Church and any Pastor, Ministerial Director, officer, employee, volunteer, agent, or other member of this Omniversal Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for World Temple Interfaith Court Conciliation, Institute for Global Interfaith & Spirituality Conciliation. In the event that this group ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the Noocratic rules of order. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunction relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Omniversal Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Omniversal Church, and shall in no way affect the authority of the Omniversal Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.



ARTICLE 16

EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the World Temple Administration as the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Ministerial Director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the World Temple Administration as the Board of Directors only needs to be given to those Ministerial Directors for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Omniversal Church for the Global Village present at a meeting of the World Temple Administration as the Board of Directors may be deemed Ministerial Directors for the meeting, as necessary to achieve a quorum. Commerce action taken in good faith during an emergency binds the Omniversal Church and may not be the basis for imposing liability on any Ministerial Director, officer, employee or agent of the Omniversal Church on the ground that the action was not authorized. The World Temple Administration as the Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Omniversal Church during an emergency including: (i) procedures for calling a meeting of the World Temple Administration as the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Ministerial Directors. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF WORLD TEMPLE SECRETARY

I certify that I am the duly elected and acting World Temple Secretary of The Omniversal Church for the Global Village and THE CHAPLAINCY that the foregoing Amended and Restated Covenant (Bylaws) constitute the Sacred Covenant of the Omniversal Church established by the Royal Covenant No. # 201527273 of the Noocratic (Noone) Society. These Amended and Restated Bylaws were duly adopted by the consent of a majority vote of the World Temple Administration as the Board of Directors of the Omniversal Church present and voting at a duly called meeting of the Board members on November, 2018.

THE CHAPLAINCY

