

Note: post-1948 additions are marked in **bold** and text deletions by ~~strike-outs~~.

CONSTITUTION
AND
BY-LAWS
OF
~~RADIO CHURCH OF GOD~~
WORLDWIDE CHURCH OF GOD

PREAMBLE

In order to facilitate the advancement of God's work, to which the Eternal has graciously and graciously called us, and which He has raised up through the ministry and leadership of our pastor, Herbert W. Armstrong, and which has been committed to us as co-workers together in the service of Jesus Christ our Lord; in order to carry out the Great Commission of Jesus Christ to preach and publish the Gospel of the Kingdom of God to all nations as a witness; to warn our own nation and the Democracies of impending prophesied Judgment to fall unless we forsake our increasing sins and return to our God and His revealed righteous ways of living; in order to train, educate, and prepare qualified candidates or students for active service in this ministry; in order to protect and preserve this work of the Eternal, its divinely-ordained mission, and its physical assets and property.

We, therefore, band ourselves together as an association of called, baptized and consecrated believers in Jesus Christ and His Gospel, and adopt for our plan of operation and government in the service of God the following covenant, constitution, and by-laws. This instrument having been ratified and accepted after prayer, due deliberation, and full compliance with the previous rules and regulations of this Association, shall become effective as of this date, and we hereby revoke all previous action contrary thereto.

COVENANT

Having, as we believe, been called of God to become His children and heirs, and co-heirs and co-workers with Jesus Christ in His ministry, by divine authority of Jesus Christ the Son of the Creator God; and further, as we believe, and as attested by the "fruits" borne manifesting the direction, energizing and approval of our Lord and Saviour Jesus Christ, our Pastor and executive Director, Herbert W. Armstrong, having been called through the will of God to this special ministry for this time in the service of Jesus Christ our Lord, we do now in the presence of Almighty God and this assembly most solemnly enter into COVENANT with Almighty God our heavenly Father, and with one another, in the name of Jesus Christ:

1) to walk together in Christian love; to remain at all times loyal to this Church as scripturally constituted by this instrument; to do our individual utmost in the Spirit of Christ, to preserve harmony and effective co-operation among ourselves in carrying forward our divinely-appointed mission; to abide faithfully by the scriptural rules and

regulations herein set forth as the practice of this body, and to defend this institution as the active ministry of the true Church of God by our acts, our prayers, our expressions in words, especially when in the presence of others;

2) to do, each one, his or her part, so far as lies within our ability, toward the divine Commission given this Church by its Head and Leader, Jesus Christ, by continuous earnest prayer, by faithfully paying God's tithe and giving offerings generously as God prospers, and by whatever personal effort or activity which we may be fitted and called upon to perform;

3) to walk circumspectly in the world, to be subject to the laws and government of our nation, to pray for the president and leaders of the national government, to be careful to give a good account of ourselves at all times before the world in order that we may win, so far as within us lies as Christians the respect and approbation of the world, to avoid the appearance of evil or placing a stumbling-block before others, to practice the Great Command "thou shalt love thy neighbour as thyself" with charity toward all and malice toward none; following the example of Jesus Christ by the faith and in the power of His Spirit.

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CONSTITUTION

ARTICLE I NAME

This association, a corporation, shall be known as ~~RADIO CHURCH OF GOD~~
WORLDWIDE CHURCH OF GOD.

ARTICLE II

OBJECT

The object and purpose of this Association shall be to carry out the active ministry, according to the call and commission of Jesus Christ, of the true CHURCH OF GOD and its various local Churches with which it is associated and from which it has come into being; which scriptural call and commission is:

1) to preach and to publish the true Gospel of Jesus Christ, which is the New Testament MESSAGE which God sent by and was preached by Jesus Christ our Lord -- the Gospel of the Kingdom of God, in all the world as a witness unto all nations in fulfillment of the prophecy for this time of Matthew 24:14; 2) to effectively warn the people of the United States, the British Commonwealth of Nations, and the Democracies of Northwestern Europe whom we understand to be the descendants of the House of Israel, of the divine judgments from Almighty God prophesied soon to fall on our peoples in punishment unless we repent of and turn from our increasing sins and violations of God's laws, and return to national and individual total reliance upon the God of our fathers;

3) to be used of God in the conversion of souls;

4) to minister to those whom God adds to His Church, feeding the flock with the pure Word of God by personal contact and by literature;

5) to establish, raise up, and maintain according to New Testament pattern, local churches composed of those whom God gives us;

6) to establish and conduct one or more educational institutions or other instruments to educate and train students for active duty in this ministry of worldwide evangelism, organization and conduct of local churches;

7) to minister to the material need of God's people, by healing the sick through prayer and faith in God's promises of healing, and whatever other physical or material ministry we may be equipped to give.

ARTICLE III

MEMBERSHIP

Section 1. Those who are recognized members of all local churches affiliated with this Association, together with those active co-workers in this ministry, whether by tithes and offerings and prayers only, or by this and personal active full or part-time service, who have been baptized into Jesus Christ and show evidence by the fruits of their lives of having received and and being now led by the Holy Spirit of God and who keep the Commandments of God and the faith of Jesus Christ, and who acknowledge this as their sole and only church affiliation shall be considered as members of the RADIO CHURCH OF GOD.

Section 2. Reception of Members: No person can join the Radio Church of God or any of its affiliated local Churches of God, in the usual sense of the word. We conceive, as revealed in Holy Scripture, that God adds to the Church such as are being saved, and it is by his Spirit being received on Conversion that one is baptized or inducted into the true Body of Christ. Any person qualifying according to Section 1 first above, in whom we perceive the grace of God as manifested by the "fruits" borne in his or her life, shall, if located near or visiting one of the local churches, be given the right hand of fellowship in public meeting by the local membership; or, where not accessible to a local congregation in our fellowship, such members, considered as already having been added to the Body of Christ, the true Church of God, by the Holy Spirit, shall be if and when possible extended the right hand of fellowship by any authorized minister or representative of this Body. Isolated members, however, may be considered and recognized as members of the RADIO CHURCH OF GOD without, or pending being extended the right hand of fellowship in this personal manner.

Section 3. Dismissal of Members: Since we are warned in the New Testament that even of our own selves shall men arise, speaking perverse things to cause division and draw away disciples after them; that "wolves" in "sheep's clothing" making an appearance and pretence of being true disciples or ministers will enter in among God's true Christians for greedy purpose; and since we are commanded to mark them that cause division and offenses contrary to the teaching of the Bible, and to avoid them; and since Jesus specifically taught that unprofitable servants shall be

~~cast out of the Kingdom of God; and since the Scriptures instruct Christians in the procedure for disfellowshipping such; therefore it shall be the duty of every member of the Radio Church of God to follow this scriptural instruction, by first going to the guilty one and then if necessary telling it to the Church (Matt 18); and the one guilty of fomenting strife or division, or of continuing in the breaking of any of the Commandments of God, or persisting in a spirit of opposition, competition, dissention, or disloyalty to this Church, its mission and work, or any of its institutions, shall, upon approval of the pastor and two thirds of the members present at any meeting be excluded from membership and disfellowshipped by the congregation provided, however, that two weeks' notice of said meeting shall have been given the one in question and the congregation in advance, and the one involved shall have had opportunity to appear in his or her own behalf, and provided further that the scriptural steps pointed out in Matthew 5 and 18 shall have been followed in a sincere attempt to reconcile the offending member. In the case of a member-at-large, distant from and inaccessible to a local church, an offending member may be excluded by the general Pastor of this church upon approval of a majority of the directors, but only after a full and fair review of all the facts and evidence, the offending member having had opportunity to present his or her case in person or in writing to the entire board, and after prayer. and the authority therefore vested in the Church, if the same be deemed expedient for the protection or other benefit of the Church, to mark them that cause division and offenses contrary to the teaching of the Bible, to make a full statement of the reasons to the congregation for doing so, and/or disfellowship such persons and avoid them. The determination as to which remedial procedure is to be invoked, and whether or not the same is 'deemed expedient,' shall be within the sole and subjective discretion of the ministers duly authorized by the Church to make such a determination~~

ARTICLE IV

DIRECTORS, OFFICERS, AND DUTIES THEREOF

Section 1. Board of Directors: The corporation shall be controlled by a Board of Directors, which shall consist of ~~seven~~ **thirteen** in number, who shall also be Trustees. All Directors except the Pastor **Herbert Armstrong**, shall be appointed for a term of one year. The Board of Directors shall consist of A) the Pastor **Herbert Armstrong**, who shall hold office perpetually by virtue of having been called by divine authority of Jesus Christ as evidenced by the founding, development and growth of this work, the salvation of souls, the raising up of local churches of those converted by and through this ministry, the effective proclaiming of the true Gospel to the entire nation by word of mouth, by radio, and by printed word, which achievements could only be accomplished by the divine direction and the power of God working effectually in and through the one specially called for this mission.

~~B) Two elders, two deacons, and two from the Church at large who may, or may not, be elders or deacons.~~

Section 2. Executive Officers and Duties:

A) The President of the corporation, who shall be a member of the Board of Directors, who also is Pastor of this Church. He shall be the Chairman of the Board of Directors. He shall, by virtue of his office by divine calling and direction, have power and authority to appoint all other Directors and administrative officers, after counsel with the other directors and prayer.

B) A Vice-President, whose duties shall be to act as president in the absence of the president.

C) Secretary-Treasurer, who shall keep all minutes of Board meetings and Church meetings, and records of the organization, and shall account for and be responsible for all monies received.

Section 3. Duties of the Pastor: It shall be the duties of the Pastor to preach over the radio, and, when feasible, by television; to write booklets and literature; to Edit The PLAIN TRUTH magazine; to preach before public audiences; to preach when possible before our local congregations; to pray for the sick; to ordain elders and deacons; to teach or supervise the teaching of the Bible and course of Religion at the College training prospective ministers and workers for the mission to which we have been called; to have general oversight and supervision of the Church and its work.

Section 4. Administrative Officers: The President of the corporation shall be the Executive Director over the active administration of the work of evangelism; and in the conduct of the business affairs of this active evangelistic ministry, there shall be employed, responsible to him, such administrative, executive, secretarial and other help as the conduct of the purposes of this Association may require, including, as at present organized:

(1) A Business Manager, whose duties are to manage and supervise all routine and ordinary business administration, including employment and direction of secretaries, file clerks and other office employees; the purchase of supplies; the payment of accounts, supervision over auditing and keeping of books and records and reports, and other administrative departments. The Business Manager shall be directly responsible to, and under direction of and in close cooperation with the President, with whose knowledge and content all important or out-of-the-ordinary decisions or policies shall be made.

(2) An Office Manager, under direction of the Business Manager, who shall supervise the routine of the general office, maintaining and checking the mailing list and addressing-machine system, mimeographing, mailing of requested literature, booklets, The PLAIN TRUTH magazine, etc. etc.

(3) An Auditor, in supervision of auditing and bookkeeping department, who shall audit all financial records of The RADIO CHURCH OF GOD and its auxiliary organizations or institutions at least once each year, and report to the President, the Secretary-Treasury, and the Board of Directors, their true financial condition. He shall have access to all records of monies received and of expenditures and amounts payable at all times. He shall act also as adviser and counsellor in the financial affairs of the Church.

(4) An Executive Secretary, serving as personal secretary to the President.

(5) A Financial Secretary, who shall be manager of the mail opening department, and, in supervision over trusted, trained and qualified secretaries, shall be responsible for the opening of mail, receiving of all monies, and turning of those monies promptly over to the executive secretary or auditor or whosoever the Business Manager shall direct for entering in records and banking. It shall be the further duty of the Financial Secretary's office to carefully read all incoming mail, channelling each piece into the proper department or office for attention and reply; marking carefully what special literature is requested or in judgment of secretary, would be helpful.

(6) Manager of Printing Department, in supervision over printing of booklets, bulletins, letters, letter-heads, envelopes and other literature.

(7) Manager Recording Department, who shall be in charge of radio studio control room and whose duties are to make all recordings of radio programs by electrical transcription for broadcast, packaging and air-expressing same to various radio stations; keeping careful records of all transcribed programs sent to each station; and maintenance continually in best condition of all radio and recording equipment. (8) Superintendent of Buildings and Grounds, who shall be directly responsible to Business Manager who in turn is responsible to the President of the College for maintenance and repair of buildings, new construction supervision, supervision over all janitor work; also for supervision and maintenance of all grounds, lawn, trees, shrubs, hedge, etc., and any new installation thereof or landscaping. No new building construction or landscape installation may be contracted for, however, or undertaken, unless ordered by Business Manager with consent of the President of the College and approval of the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. The Pastor shall have power and authority to appoint and dissolve any and all committees which may be necessary in carrying out the mission and purposes of this Church.

The Board of Directors shall be vested with authority to appoint a ministerial committee and adopt procedures for it. Such committee, however, shall have no authority to suspend, disfellowship, or reinstate a Church member who is also a corporate member.

ARTICLE VI

MEETINGS

Section 1. The annual business meeting shall be held each year during the Festival of Tabernacles, attendance at which is regarded as divinely compulsory by the

members of this Church, on or about the 20th day following the new moon nearest the fall equinox, September 21st. At this meeting the Pastor shall appoint or reappoint the Directors for the following year. The President and Pastor shall make a report before the membership assembled on the progress of the work during the year just past, and make recommendations for plans and the program for the coming year or years. The Secretary- Treasurer shall make report of the financial condition of the Corporation.

Section 2. Special Meetings: The President and Pastor has power and authority to call a special meeting whenever the need for such meeting may arise.

Section 3. The transactions at any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as if held after the proper call and notice, if a quorum is present and, either before or after the meeting, each absent Director signs either a written waiver of notice, a consent to holding the meeting, or an approval of its minutes. These waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of any regular or special board meeting need be specified in the notice or waiver of notice of the meeting.

Section 4. The Board of Directors may take any action without a meeting that may be required or permitted to be taken by the Board at a meeting, if all members of the Board individually or collectively consent in writing to the action. The written consent or consents shall be filed in the minutes of the proceedings of the Board. The action by written consent shall have the same effect as a unanimous vote of Directors. Any certificate or other document filed with the minutes of the proceedings shall state that the action was taken by unanimous written consent of the Board without a meeting and that the By-Laws of the corporation authorize this action.

ARTICLE VII

AMBASSADOR COLLEGE

Section 1. Supervision and Control: For the present Ambassador College shall remain under ownership of the Radio Church of God, but the College shall, prior to graduating the first senior class, be separately incorporated as an educational corporation under the laws of the state of California in order to make legally possible the conferring of degrees upon graduating students; and when it shall thus be separately incorporated the Constitution and By- Laws of the College shall provide explicitly that no person may ever become a Director on its governing Board unless a member of this Church. The College shall be under the overall direction and supervision of the Board of Directors, who shall have sole authority to set all policies, objectives, goals, etc., and shall make final decision as to acquirement of additional grounds and buildings or new building construction; and over-all supervision of finances, budgets, etc.

Section 2. Basic Policy: It shall be permanent and unalterable basic policy which shall be firmly incorporated into the Constitution and By-Laws of the College when separately incorporated, that Ambassador College shall perpetually remain a Christian institution based upon and teaching Fundamental Bible doctrine, including the literal and special creation of this earth and all upon it by Almighty God the Creator; and no course shall ever be taught in opposition or contrary thereto; and no teacher shall ever be employed who teaches contrary thereto, or who supports or teaches Communism, or who is a member of the Communist Party or a sympathetic adherer to its doctrines; and it shall be stated in all contracts for the employment of teachers, faculty members, or executive officers of the college that evidence proving violation of these provisions shall constitute immediate dismissal and cancellation of the contract.

Section 3. Administrative Officers: The President of this corporation shall, as Chairman of its Board of Directors, be Chairman of Ambassador College. Under the over-all direction of the Board of Directors, the College shall be administered by:

A) The President of the College, who, responsible to the Chairman and Board of Directors, shall be in charge of administration of the college, the hiring or dismissal, subject to approval of the Board of Directors, of all professors and other employees, the ordering of supplies and making of other expenditures within the budget appropriated by the Board of Directors. He shall make a report at least once each semester to the Board on the state of the College. He shall make recommendation at least once a year of plans, policies, and budget required for the ensuing year. Within, and in conformity to the general policies and objectives set by the Board Of Directors, he shall have a free hand in general administration, arrangement of curriculum, supervision over faculty and student body and conduct of the College.

B) Dean of Instruction, who, directly responsible to the President of the College, shall be in supervision over department heads, teaching staff, and student body, and, in conjunction with the President, over the Registrar and Director of Research.

C) Dean of Men, responsible directly to the President, and in supervision over men students.

D) Dean of Women, directly responsible to the President, and in supervision over Director of Dormitory and women students.

E) Registrar, responsible directly to Dean of Instruction, jointly with responsibility to the President.

F) Librarian, responsible directly to the President, who shall supervise purchase of books for library, and co-operate with teaching staff and students direct.

G) Department Heads, each of which shall supervise the teaching staff in his department and outline the course of study in his department, under direct supervision of the Dean of Instruction, and of the President of the College.

H) Director of Research, responsible directly to the President, co-operating actively with the Dean of Instruction and the teaching staff.

I) Business Manager, who, directly responsible to the President of the College, shall manage and supervise all routine and ordinary business administration, including employment and direction of secretaries and other employees in the business office; the purchase of supplies; the payment of all accounts and supervision over auditing and keeping of books and records.

J) Health Director, directly responsible to the President.

K) Superintendent of Buildings and Grounds, directly responsible to the Business Manager, who shall direct his duties in general under direction of President of the College. Duties outlined in detail in (8) of Sec. 4, Art. IV above.

L) Chief Accountant, or Auditor, under direct supervision of Business Manager, whose duties respecting College accounts shall be same as outlined in (3) of Sec 4, Art. IV above.

M) Director of Placement, directly responsible to Dean of Instruction.

N) Director of Dormitory, responsible to Dean of Women.

O) Executive Secretary, responsible jointly to President and Chairman. P) Financial Secretary, responsible to Business Manager, whose duties are outlined in (5) of Sec. 4, Art. IV above.

Q) Manager Printing Department, responsible to Business Manager and to President of the College.

R) Manager Radio Studio and Control Room, directly responsible to Business Manager and the Chairman, for upkeep, repair, and operation of radio and recording facilities.

Section 4. Advisory Committee: The Chairman of the College shall appoint five men of known reputation and standing, not connected with this college, to act in an advisory capacity together with the Chairman and the President of the College, of which five men at least one shall be an educator, one a banker, and one a lawyer. The purpose of this Committee shall not be the use of influential names to add prestige to the College, and their names shall never be used in any manner not approved by these advisers, but the purpose shall be purely and simply to secure the benefit of their seasoned and experienced advice and wisdom to assist the President and the Chairman and the Board of this institution in making wise decisions in the conduct and expansion of this College.

ARTICLE VIII

ORGANIZATION OF LOCAL CHURCHES

~~Section 1. Appointment of officers: In the raising up and organizing of local churches by and through this active ministry, the officers shall consist of all or as large a part of the following as permitted by the size of the body and qualified persons available: A~~

~~pastor; elders, of whom the pastor shall be presiding elder; and deacons. The New Testament pattern shall in all cases be followed, by which the minister or evangelist used of God in raising up and organizing the local congregation shall, after fasting and prayer, appoint and ordain the local pastor, elders, and deacons. In no case shall there be worldly politics, or voting, or selection of these officers by the members themselves. In the absence of a credential minister or evangelist in the raising up and organizing of a local church, such appointments and ordination shall be made by the general Pastor of this Church. The local pastor or elder shall, in every case, appoint all Sabbath or Bible school officers and teachers, and other helpers, subject to approval by the credential organizing minister or the general Pastor of this Church. The general plan of organization of each church, or of its incorporation if and when incorporated, shall follow that of the parent local Church of God at Eugene, Oregon Pasadena, California.~~

ARTICLE VIII

Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501 (c), (3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by a decree of the Superior Court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or any other person concerned in the liquidation.

ARTICLE IX

ORDINATION OF MINISTERS

Section 1. How Ordained: The Pastor of this Church, or any credential minister or evangelist of this Church shall have authority to appoint and ordain ministers of the Gospel, which shall be done only after fasting and prayer, and by laying on of hands, according to Titus 1:5 and Acts 14:23; and he may so ordain only those qualified according to scriptural qualifications laid down in I Tim 3:1-7 and Titus 1:5-9. Ability spiritually to carry out the commission of James 5:14-15 shall be a required qualification for all elders or ministers. He must be a qualified student of the Bible, possessing good and broad understanding, apt to teach, able to answer the gainsayers in diplomatic, spiritual, and convincing manner, possessing qualities of leadership. It is understood by this Church that "Bishops" are merely local elders, and "over-seers" are also "bishops", having oversight over spiritual and financial affairs of the local church (Acts 20:17,28; I Peter 5:2). Deacons shall be appointed under same conditions as specified above, according to qualifications in I Tim 3:8-13. A woman may not be a pastor, minister, elder, or deacon.

Section 2. Granting of Licence to Preach: License to preach may be granted by this Church, upon recommendation of the Pastor and unanimous approval of the Directors, whose names must be signed to such document, to any qualified elder who has served within this Church or any of its local churches not less than one year, of continuous preaching, and who has demonstrated his ability and worthiness. License may not be issued to women.

Section 3. Granting of Credentials: Credentials, conferring authority for every duty of a minister of the Gospel, may be granted by this Church, upon recommendation of the Pastor and unanimous approval of the Directors, all of whose names must be signed to such document, to any fully qualified minister or evangelist who has served actively and continuously as a licensed minister at least one year, and who has demonstrated his ability and qualifications by having been used of God in the conversion of a goodly number of souls, and also by having raised up not less than one fully organized church, or two Sabbath-schools of a minimum of twelve members each in regular attendance, and composed mainly of disciples brought in through his efforts. Credentials shall not be issued to women. **Pastor. The President and its Secretary-Treasurer should sign such document. Credentials shall not be issued to women.**

ARTICLE X

DOCTRINE, AND BASIS FOR FELLOWSHIP

Section 1. Basic Doctrine: The doctrine of this Church shall be that of a plain and literal understanding of the Holy Bible, believing it means exactly what it says; -- of the Bible alone, and not as interpreted by any other book or person, but it is a point of basic doctrine in this Church that we understand the Bible to reveal a divine Creator, the Almighty God, a divine Saviour, the Son of God, Jesus Christ, who came in the human flesh, proclaimed the Gospel of the coming world-ruling Kingdom of God, which is obligatory for all Christians to believe; who died to pay the penalty of our sins in our stead; who was raised from the dead after three days and three nights in the grave by God the Father; who ascended to the right hand of the Father in heaven; who is soon coming again literally and in Person to earth to set up the Kingdom of God, and as King of Kings and Lord of lords to rule all nations by this world-ruling Kingdom for one thousand years; we believe in the Commandments of God and the faith of Jesus Christ our Lord.

Section 2. Belief on Bearing Arms: It is the conviction, and firm belief of this Church and its membership that Christian disciples of Christ are forbidden by Him and the Commandments of God to kill, or in any manner directly or indirectly to take human life by whatsoever means; and we believe that bearing arms is directly contrary to this fundamental doctrine of our belief; and we, therefore, conscientiously refuse to bear arms or to come under the military authority.

Section 3. Basis for Fellowship: The basis for fellowship in this Church or any of its local congregations shall be LOVE alone, plus the adherence to and belief in the general basic doctrine stated in Section 1 above, and the requirement of repentance of sin (the transgression of God's law) and the acceptance of Jesus Christ as

personal Saviour, and the receiving of the Holy Spirit of God evidenced by the fruits of the Spirit (Gal 5) in the member's life.

ARTICLE XI

AMENDMENTS

These articles may be amended at any annual or special business meeting called for that purpose, upon recommendation of the changes by the President and Pastor with the approval of a majority of the members present.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every person who serves as a director, officer, or employee of the corporation, and every person who serves at the written request of the corporation (or at its oral request subsequently confirmed in writing) as a director, officer, or employee of another business, whether or not incorporated, in which the corporation owns a proprietary interest, may, in the discretion of the Board of Directors, be indemnified and held harmless by the corporation from and against any loss, cost, liability, or expense that may be imposed on or incurred by him in connection with or resulting from any claim, action, suit, or proceeding, civil or criminal, in which he may become a party or otherwise involved because of his being or having been a director, officer, or employee of the corporation, or of the other business in which the corporation may own a proprietary interest, whether or not he has this relationship when the loss, cost, liability, or expense was imposed or incurred. The phrase "loss, cost, liability, or expense" shall include all expenses incurred in defense of the claim, action, suit, or proceeding and the amounts of judgments, fines or penalties levied or rendered against the indemnified person, provided that no person shall be entitled to indemnity under this section unless the Board of Directors determines that he was acting in good faith and within what he reasonably believed the scope of his employment or authority and for a purpose that he reasonably believed to be in the corporation's best interest. The determination of the Board of Directors shall be within its sole and subjective discretion and its decision shall be final. Payments authorized under this section shall include amounts paid and expenses incurred in settling the claim, action, suit, or proceeding, whether actually begun or only threatened. Expenses incurred with respect to a claim, action, suit or proceeding indemnified against under this section may be advanced by the corporation before final disposition of the matter. This right of indemnification shall not affect any other rights to which any person may otherwise be entitled by law or contract.

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This CONSTITUTION has been recommended by the Pastor, and approved by the majority of the members present at this annual meeting, this 24th day of October, 1948.

(Signed) HERBERT W. ARMSTRONG
Pastor and President of
corporation

(Signed) BASIL WOLVERTON
Elder and Director

(Signed) LOMA D. ARMSTRONG
Vice-president

(Signed) D. T. HENION
Deacon and Director

(Signed) ESTHER OLSON
Secretary-treasurer

(Signed) JAMES A. GOTT
Deacon and Director

**Document registered on 14 November 1977 at the Australian Securities
Commission.**