

BYLAWS OF MT. AIRY BAPTIST CHURCH, INC.

ARTICLE I NAME

The name of the corporation is Mt. Airy Baptist Church, Inc. (the “Church” or “Mt. Airy Baptist Church”). The Church is incorporated pursuant to the South Carolina Nonprofit Corporation Act as amended from time to time (the “Act”).

ARTICLE II PURPOSE

The purpose of the Church is to be a dynamic spiritual organism empowered by the Holy Spirit to share the Good News of Jesus Christ with as many people as possible in South Carolina and throughout the world. In pursuit of this purpose, the Church shall be a worshiping fellowship, experiencing an awareness of God, recognizing His person, and responding in obedience to His leadership. The Church will use its gifts, talents, and resources to help people experience a growing knowledge of God and to minister unselfishly to persons in the community and in the world in the name of Jesus Christ. The Church shall be a body of baptized believers in Jesus Christ personally committed to sharing the Good News of salvation to lost people.

ARTICLE III OFFICE

Church Office. The principal office of the Church is located at 210 Mount Airy Church Road, Easley, South Carolina 29642, County of Anderson. The principal office of the Church may not be moved to a different location unless approved by at least a majority of the members present and voting at a meeting of the Church.

Registered Office. The registered office of the Church is required to be maintained in the State of South Carolina and may, but need not, be identical with the principal office in the State of South Carolina. The address of the registered office may be changed from time to time by the Trustees.

ARTICLE IV EXEMPT STATUS

The Church has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code), as amended, and, as such, will be exempt from taxation under Section 501(a) of the Code. The Church is a not-for-profit public benefit corporation. It is intended that the Church shall have the status of a corporation that is exempt from federal income tax under Section 501(a) of the Code, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the “Code”), as an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these bylaws, the Church shall not carry on any other activities not permitted to be carried on by a corporation organized as a nonprofit corporation under the laws of the State of South Carolina pursuant to the Act which is exempt from federal income tax under Section 501(a) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

No substantial legislative or political activity. No substantial part of the activities of the 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 publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V BIBLICAL FOUNDATIONS AND STATEMENT OF FAITH

Church Definition. The Church is a group of baptized believers, each having accepted Jesus Christ as Savior and Lord and associated by covenant in the faith and fellowship of the gospel.

Church Mission. To lead people into a life-changing relationship with Jesus Christ and to help them live as His disciples.

Church Statement of Faith. The Holy Bible is the inspired Word of God and is the basis for any Statement of Faith.

The Scriptures: We believe the Holy Bible was written by men divinely inspired and is God's revelation of Himself to humanity. It is a perfect treasure of divine instruction. It has God for its author, salvation for its end, and truth, without any mixture of error, for its matter. Therefore, all Scripture is totally true and trustworthy. It reveals the principles by which God judges us, and therefore is, and will remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and religious opinions should be tried. All Scripture is a testimony to Christ, who is Himself the focus of divine revelation.

Exodus 24:4; Deuteronomy 4:1-2; 17:19; Joshua 8:34; Psalms 19:7-10; 119:11,89,105,140; Isaiah 34:16; 40:8; Jeremiah 15:16; 36:1-32; Matthew 5:17-18; 22:29; Luke 21:33; 24:44-46; John 5:39; 16:13-15; 17:17; Acts 2:16ff.; 17:11; Romans 15:4; 16:25-26; 2 Timothy 3:15-17; Hebrews 1:1-2; 4:12; 1 Peter 1:25; 2 Peter 1:19-21.

God: We believe there is one and only one living and true God. He is an intelligent, spiritual, and personal Being, the Creator, Redeemer, Preserver, and Ruler of the universe. God is infinite in holiness and all other perfections. God is all powerful and all knowing; and His perfect knowledge extends to all things, past, present, and future, including the future decisions of His free creatures. To Him we owe the highest love, reverence, and obedience. The eternal triune God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.

God the Father: We believe God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all people.

Genesis 1:1; 2:7; Exodus 3:14; 6:2-3; 15:11ff.; 20:1ff.; Leviticus 22:2; Deuteronomy 6:4; 32:6; 1 Chronicles 29:10; Psalm 19:1-3; Isaiah 43:3,15; 64:8; Jeremiah 10:10; 17:13; Matthew 6:9ff.; 7:11; 23:9; 28:19; Mark 1:9-11; John

4:24; 5:26; 14:6-13; 17:1-8; Acts 1:7; Romans 8:14-15; 1 Corinthians 8:6; Galatians 4:6; Ephesians 4:6; Colossians 1:15; 1 Timothy 1:17; Hebrews 11:6; 12:9; 1 Peter 1:17; 1 John 5:7.

God the Son: We believe Christ is the eternal Son of God. In His incarnation as Jesus Christ He was conceived of the Holy Spirit and born of the virgin Mary. Jesus perfectly revealed and did the will of God, taking upon Himself human nature with its demands and necessities and identifying Himself completely with mankind yet without sin. He honored the divine law by His personal obedience, and in His substitutionary death on the cross He made provision for the redemption of all people from sin. He was raised from the dead with a glorified body and appeared to His disciples as the person who was with them before His crucifixion. He ascended into heaven and is now exalted at the right hand of God where He is the One Mediator, fully God, fully man, in whose Person is effected the reconciliation between God and humanity. He will return in power and glory to judge the world and to consummate His redemptive mission. He now dwells in all believers as the living and ever present Lord.

Genesis 18:1ff.; Psalms 2:7ff.; 110:1ff.; Isaiah 7:14; Isaiah 53:1-12; Matthew 1:18-23; 3:17; 8:29; 11:27; 14:33; 16:16,27; 17:5; 27; 28:1-6,19; Mark 1:1; 3:11; Luke 1:35; 4:41; 22:70; 24:46; John 1:1-18,29; 10:30,38; 11:25-27; 12:44-50; 14:7-11; 16:15-16,28; 17:1-5, 21-22; 20:1-20,28; Acts 1:9; 2:22-24; 7:55-56; 9:4-5,20; Romans 1:3-4; 3:23-26; 5:6-21; 8:1- 3,34; 10:4; 1 Corinthians 1:30; 2:2; 8:6; 15:1-8,24-28; 2 Corinthians 5:19-21; 8:9; Galatians 4:4-5; Ephesians 1:20; 3:11; 4:7-10; Philippians 2:5-11; Colossians 1:13-22; 2:9; 1 Thessalonians 4:14-18; 1 Timothy 2:5-6; 3:16; Titus 2:13-14; Hebrews 1:1-3; 4:14-15; 7:14-28; 9:12-15,24-28; 12:2; 13:8; 1 Peter 2:21-25; 3:22; 1 John 1:7-9; 3:2; 4:14-15; 5:9; 2 John 7-9; Revelation 1:13-16; 5:9-14; 12:10-11; 13:8; 19:16.

God the Holy Spirit: We believe the Holy Spirit is the Spirit of God, fully divine. He inspired holy men of old to write the Scriptures. Through illumination He enables all people to understand truth. He exalts Christ. He convicts all people of sin, of righteousness, and of judgment. He calls all people to the Savior, and effects regeneration. At the moment of regeneration He baptizes every believer into the Body of Christ. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. He seals the believer unto the day of final redemption. His presence in the Christian is the guarantee that God will bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer and the church in worship, evangelism, and service.

Genesis 1:2; Judges 14:6; Job 26:13; Psalms 51:11; 139:7ff.; Isaiah 61:1-3; Joel 2:28-32; Matthew 1:18; 3:16; 4:1; 12:28-32; 28:19; Mark 1:10,12; Luke 1:35; 4:1,18-19; 11:13; 12:12; 24:49; John 4:24; 14:16-17,26; 15:26; 16:7-14; Acts 1:8; 2:1-4,38; 4:31; 5:3; 6:3; 7:55; 8:17,39; 10:44; 13:2; 15:28; 16:6; 19:1-6; Romans 8:9-11,14-16,26-27; 1 Corinthians 2:10-14; 3:16; 12:3-11,13; Galatians 4:6; Ephesians 1:13-14; 4:30; 5:18; 1 Thessalonians 5:19; 1 Timothy 3:16; 4:1; 2 Timothy 1:14; 3:16; Hebrews 9:8,14; 2 Peter 1:21; 1 John 4:13; 5:6-7; Revelation 1:10; 22:17.

Humanity: We believe man and woman are the special creation of God, made in His own image. He created them male and female as the crowning work of His creation. The gift of gender is thus part of the goodness of God's creation. In the beginning man and woman were innocent of sin and were endowed by their Creator with freedom of choice. By their free choice man and woman sinned against God and brought sin into the human race. Through the temptation of Satan man and woman transgressed the command of God and fell from their original innocence whereby their posterity inherit a nature and an environment inclined toward sin. Therefore, as soon as they are capable of moral action, they become transgressors and are under condemnation. Only the grace of God can bring each person into His holy fellowship and enable them to fulfill the creative purpose of God. The sacredness of human personality is evident in that God created each person in His own image, and in that Christ died for humanity; therefore, every person of every race possesses full dignity and is worthy of respect and Christian love.

Genesis 1:26-30; 2:5,7,18-22; 3; 9:6; Psalms 1; 8:3-6; 32:1-5; 51:5; Isaiah 6:5; Jeremiah 17:5; Matthew 16:26; Acts 17:26-31; Romans 1:19-32; 3:10-18,23; 5:6,12,19; 6:6; 7:14-25; 8:14-18,29; 1 Corinthians 1:21-31; 15:19,21-22; Ephesians 2:1-22; Colossians 1:21-22; 3:9- 11.

Salvation: We believe salvation involves the redemption of the whole person and is offered freely to all who accept Jesus Christ as Lord and Savior, who by His own blood obtained eternal redemption for the believer. In its broadest sense salvation includes regeneration, justification, sanctification, and glorification. There is no salvation apart from personal faith in Jesus Christ as Lord.

- (a) We believe regeneration, or the new birth, is a work of God's grace whereby believers become new creatures in Christ Jesus. It is a change of heart wrought by the Holy Spirit through conviction of sin, to which the sinner responds in repentance toward God and faith in the Lord Jesus Christ. Repentance and faith are inseparable experiences of grace. Repentance is a genuine turning from sin toward God. Faith is the acceptance of Jesus Christ and commitment of the entire personality to Him as Lord and Savior.
- (b) We believe justification is God's gracious and full acquittal upon principles of His righteousness of all sinners who repent and believe in Christ. Justification brings the believer unto a relationship of peace and favor with God.
- (c) We believe sanctification is the experience, beginning in regeneration, by which the believer is set apart to God's purposes, and is enabled to progress toward moral and spiritual maturity through the presence and power of the Holy Spirit dwelling in him or her. Growth in grace should continue throughout the regenerate person's life.
- (d) We believe glorification is the culmination of salvation and is the final blessed and abiding state of the redeemed.

Genesis 3:15; Exodus 3:14-17; 6:2-8; Matthew 1:21; 4:17; 16:21-26; 27:22-28:6; Luke 1:68-69; 2:28-32; John 1:11-14,29; 3:3-21,36; 5:24; 10:9,28-29; 15:1-16; 17:17; Acts 2:21; 4:12; 15:11; 16:30-31; 17:30-31; 20:32; Romans 1:16-18; 2:4; 3:23-25; 4:3ff.; 5:8-10; 6:1-23; 8:1-18,29-39; 10:9-10,13; 13:11-14; 1 Corinthians 1:18,30; 6:19-20; 15:10; 2 Corinthians 5:17-20; Galatians 2:20; 3:13; 5:22-25; 6:15; Ephesians 1:7; 2:8-22; 4:11-16; Philippians 2:12-13; Colossians 1:9-22; 3:1ff.; 1 Thessalonians 5:23-24; 2 Timothy 1:12; Titus 2:11-14; Hebrews 2:1-3; 5:8-9; 9:24-28; 11:1-12:8,14; James 2:14-26; 1 Peter 1:2-23; 1 John 1:6-2:11; Revelation 3:20; 21:1-22:5.

God's Purpose of Grace: We believe election is the gracious purpose of God, according to which He regenerates, justifies, sanctifies, and glorifies sinners. It is consistent with the free agency of humanity, and comprehends all the means in connection with the end. It is the glorious display of God's sovereign goodness, and is infinitely wise, holy, and unchangeable. It excludes boasting and promotes humility. We believe all true believers endure to the end. Those whom God has accepted in Christ, and sanctified by His Spirit, will never fall away from the state of grace, but shall persevere to the end. Believers may fall into sin through neglect and temptation, whereby they grieve the Spirit, impair their graces and comforts, and bring reproach on the cause of Christ and temporal judgments on themselves; yet they shall be kept by the power of God through faith unto salvation.

Genesis 12:1-3; Exodus 19:5-8; 1 Samuel 8:4-7,19-22; Isaiah 5:1-7; Jeremiah 31:31ff.; Matthew 16:18-19; 21:28-45; 24:22,31; 25:34; Luke 1:68-79; 2:29-32; 19:41-44; 24:44-48; John 1:12-14; 3:16; 5:24; 6:44-45,65; 10:27-29; 15:16; 17:6,12,17-18; Acts 20:32; Romans 5:9-10; 8:28-39; 10:12-15; 11:5-7,26-36; 1 Corinthians 1:1-2; 15:24-28; Ephesians 1:4-23; 2:1-10; 3:1-11; Colossians 1:12-14; 2 Thessalonians 2:13-14; 2 Timothy 1:12; 2:10,19; Hebrews 11:39-12:2; James 1:12; 1 Peter 1:2-5,13; 2:4-10; 1 John 1:7-9; 2:19; 3:2.

The Church: We believe a New Testament church of the Lord Jesus Christ is an autonomous local congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the two ordinances of Christ, governed by His laws, exercising the gifts, rights, and privileges invested in them by His Word, and seeking to extend the gospel to the ends of the earth. Each congregation operates under the Lordship of Christ through democratic processes. In such a congregation each member is responsible and accountable to Christ as Lord. Its scriptural officers are pastors and deacons. While both men and women are gifted for service in the church, the office of pastor is limited to men as qualified by Scripture. We believe the New Testament speaks also of the church as the Body of Christ which includes all of the redeemed of all the ages, believers from every tribe, and tongue, and people, and nation.

Matthew 16:15-19; 18:15-20; Acts 2:41-42,47; 5:11-14; 6:3-6; 13:1-3; 14:23,27; 15:1-30; 16:5; 20:28; Romans 1:7; 1 Corinthians 1:2; 3:16; 5:4-5; 7:17; 9:13-14; 12; Ephesians 1:22-23; 2:19-22; 3:8-11,21; 5:22-32; Philippians 1:1; Colossians 1:18; 1 Timothy 2:9-14; 3:1-15; 4:14; Hebrews 11:39-40; 1 Peter 5:1-4; Revelation 2-3; 21:2-3.

Church Ordinances: Baptism and the Lord's Supper: We believe the ordinances of the Church are baptism by immersion and the Lord's Supper.

- (a) Baptism. We believe Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his faith in the final resurrection of the dead. Being a church ordinance, it is prerequisite to the privileges of church membership and to the Lord's Supper.
- (b) The Lord's Supper. We believe the Lord's Supper is a symbolic act of obedience whereby members of the church, through partaking of the bread and the fruit of the vine, memorialize the death of the Redeemer and anticipate His second coming. The Lord's Supper shall be observed regularly.

Matthew 3:13-17; 26:26-30; 28:19-20; Mark 1:9-11; 14:22-26; Luke 3:21-22; 22:19-20; John 3:23; Acts 2:41-42; 8:35-39; 16:30-33; 20:7; Romans 6:3-5; 1 Corinthians 10:16,21; 11:23-29; Colossians 2:12.

The Lord's Day: We believe the first day of the week is the Lord's Day. It is a Christian institution for regular observance. It commemorates the resurrection of Christ from the dead and should include exercises of worship and spiritual devotion, both public and private. Activities on the Lord's Day should be commensurate with the Christian's conscience under the Lordship of Jesus Christ.

Exodus 20:8-11; Matthew 12:1-12; 28:1ff.; Mark 2:27-28; 16:1-7; Luke 24:1-3,33-36; John 4:21-24; 20:1,19-28; Acts 20:7; Romans 14:5-10; 1 Corinthians 16:1-2; Colossians 2:16; 3:16; Revelation 1:10.

The Kingdom: We believe the Kingdom of God includes both His general sovereignty over the universe and His particular kingship over humanity who willfully acknowledge Him as King. Particularly the Kingdom is the realm of salvation into which people enter by trustful, childlike commitment to Jesus Christ. Christians ought to pray and to labor that the Kingdom may come and God's will be done on earth. The full consummation of the Kingdom awaits the return of Jesus Christ and the end of this age.

Genesis 1:1; Isaiah 9:6-7; Jeremiah 23:5-6; Matthew 3:2; 4:8-10,23; 12:25-28; 13:1-52; 25:31-46; 26:29; Mark 1:14-15; 9:1; Luke 4:43; 8:1; 9:2; 12:31-32; 17:20-21; 23:42; John 3:3; 18:36; Acts 1:6-7; 17:22-31; Romans 5:17; 8:19; 1 Corinthians 15:24-28; Colossians 1:13; Hebrews 11:10,16; 12:28; 1 Peter 2:4-10; 4:13; Revelation 1:6,9; 5:10; 11:15; 21-22.

Last Things: We believe God, in His own time and in His own way, will bring the world to its appropriate end. According to His promise, Jesus Christ will return personally and visibly in glory to the earth; the dead will be raised; and Christ will judge all people in righteousness. The unrighteous will be consigned to Hell, the place of everlasting punishment. The righteous in their resurrected and glorified bodies will receive their reward and will dwell forever in Heaven with the Lord.

Isaiah 2:4; 11:9; Matthew 16:27; 18:8-9; 19:28; 24:27,30,36,44; 25:31-46; 26:64; Mark 8:38; 9:43-48; Luke 12:40,48; 16:19-26; 17:22-37; 21:27-28; John 14:1-3; Acts 1:11; 17:31; Romans 14:10; 1 Corinthians 4:5; 15:24-28,35-58; 2 Corinthians 5:10; Philippians 3:20-21; Colossians 1:5; 3:4; 1 Thessalonians 4:14-18; 5:1ff.; 2 Thessalonians 1:7ff.; 2; 1 Timothy 6:14; 2 Timothy 4:1,8; Titus 2:13; Hebrews 9:27-28; James 5:8; 2 Peter 3:7ff.; 1 John 2:28; 3:2; Jude 14; Revelation 1:18; 3:11; 20:1-22:13.

Evangelism and Missions: We believe it is the duty and privilege of every follower of Christ and of every church of the Lord Jesus Christ to endeavor to make disciples of all nations. The new birth of a person's spirit by God's Holy Spirit means the birth of love for others. Missionary effort on the part of all rests thus upon a spiritual necessity of the regenerate life, and is expressly and repeatedly commanded in the teachings of Christ. The Lord Jesus Christ has commanded the preaching of the gospel to all nations. It is the duty of every child of God to seek constantly to win the lost to Christ by verbal witness undergirded by a Christian lifestyle, and by other methods in harmony with the gospel of Christ.

Genesis 12:1-3; Exodus 19:5-6; Isaiah 6:1-8; Matthew 9:37-38; 10:5-15; 13:18-30, 37-43; 16:19; 22:9-10; 24:14; 28:18-20; Luke 10:1-18; 24:46-53; John 14:11-12; 15:7-8,16; 17:15; 20:21; Acts 1:8; 2; 8:26-40; 10:42-48; 13:2-3; Romans 10:13-15; Ephesians 3:1-11; 1 Thessalonians 1:8; 2 Timothy 4:5; Hebrews 2:1-3; 11:39-12:2; 1 Peter 2:4-10; Revelation 22:17.

Education: We believe Christianity is the faith of enlightenment and intelligence. In Jesus Christ abide all the treasures of wisdom and knowledge. All sound learning is, therefore, a part of our Christian heritage. The new birth opens all human faculties and creates a thirst for knowledge. Moreover, the cause of education in the Kingdom of Christ is co-ordinate with the causes of missions and general benevolence, and should receive along with these the liberal support of the churches. An adequate system of Christian education is necessary to a complete spiritual program for Christ's people. We believe that in Christian education there should be a proper balance between academic freedom and academic responsibility. Freedom in any orderly relationship of human life is always limited and never absolute. The freedom of a teacher in a Christian school, college, or seminary is limited by the pre-eminence of Jesus Christ, by the authoritative nature of the Scriptures, and by the distinct purpose for which the school exists.

Deuteronomy 4:1,5,9,14; 6:1-10; 31:12-13; Nehemiah 8:1-8; Job 28:28; Psalms 19:7ff.; 119:11; Proverbs 3:13ff.; 4:1-10; 8:1-7,11; 15:14; Ecclesiastes 7:19; Matthew 5:2; 7:24ff.; 28:19-20; Luke 2:40; 1 Corinthians 1:18-31; Ephesians 4:11-16; Philippians 4:8; Colossians 2:3,8-9; 1 Timothy 1:3-7; 2 Timothy 2:15; 3:14-17; Hebrews 5:12-6:3; James 1:5; 3:17.

Stewardship: We believe God is the source of all blessings, temporal and spiritual; all that we have and are we owe to Him. Christians have a spiritual debtorship to the whole world, a holy trusteeship in the gospel, and a binding stewardship in their possessions. They are therefore under obligation to serve Him with their time, talents, and material possessions; and should recognize all these as entrusted to them to use for the glory of God and for helping others. According to the Scriptures, Christians should contribute of their means

cheerfully, regularly, systematically, proportionately, and liberally for the advancement of the Redeemer's cause on earth.

Genesis 14:20; Leviticus 27:30-32; Deuteronomy 8:18; Malachi 3:8-12; Matthew 6:1-4,19-21; 19:21; 23:23; 25:14-29; Luke 12:16-21,42; 16:1-13; Acts 2:44-47; 5:1-11; 17:24-25; 20:35; Romans 6:6-22; 12:1-2; 1 Corinthians 4:1-2; 6:19-20; 12; 16:1-4; 2 Corinthians 8-9; 12:15; Philippians 4:10-19; 1 Peter 1:18-19.

Cooperation: We believe Christ's people should, as occasion requires, organize such associations and conventions as may best secure cooperation for the great objects of the Kingdom of God. Such organizations have no authority over one another or over the churches. They are voluntary and advisory bodies designed to elicit, combine, and direct the energies of our people in the most effective manner. Members of New Testament churches should cooperate with one another in carrying forward the missionary, educational, and benevolent ministries for the extension of Christ's Kingdom. Christian unity in the New Testament sense is spiritual harmony and voluntary cooperation for common ends by various groups of Christ's people. Cooperation is desirable between the various Christian denominations, when the end to be attained is itself justified, and when such cooperation involves no violation of conscience or compromise of loyalty to Christ and His Word as revealed in the New Testament.

Exodus 17:12; 18:17ff.; Judges 7:21; Ezra 1:3-4; 2:68-69; 5:14-15; Nehemiah 4; 8:1-5; Matthew 10:5-15; 20:1-16; 22:1-10; 28:19-20; Mark 2:3; Luke 10:1ff.; Acts 1:13-14; 2:1ff.; 4:31-37; 13:2-3; 15:1-35; 1 Corinthians 1:10-17; 3:5-15; 12; 2 Corinthians 8-9; Galatians 1:6-10; Ephesians 4:1-16; Philippians 1:15-18.

The Christian and the Social Order: We believe all Christians are under obligation to seek to make the will of Christ supreme in our own lives and in human society. Means and methods used for the improvement of society and the establishment of righteousness among humanity can be truly and permanently helpful only when they are rooted in the regeneration of the individual by the saving grace of God in Jesus Christ. In the spirit of Christ, Christians should oppose racism, every form of greed, selfishness, and vice, and all forms of sexual immorality, including, but not limited to, adultery, homosexuality, and pornography. We should work to provide for the orphaned, the needy, the abused, the aged, the helpless, and the sick. We should speak on behalf of the unborn and contend for the sanctity of all human life from conception to natural death. Every Christian should seek to bring industry, government, and society as a whole under the sway of the principles of righteousness, truth, and brotherly love. In order to promote these ends Christians should be ready to work with all people of good will in any good cause, always being careful to act in the spirit of love without compromising their loyalty to Christ and His truth.

Exodus 20:3-17; Leviticus 6:2-5; Deuteronomy 10:12; 27:17; Psalm 101:5; Micah 6:8; Zechariah 8:16; Matthew 5:13-16,43-48; 22:36-40; 25:35; Mark 1:29-34; 2:3ff.; 10:21; Luke 4:18-21; 10:27-37; 20:25; John 15:12; 17:15; Romans 12-14; 1 Corinthians 5:9-10; 6:1-7; 7:20-24; 10:23-11:1; Galatians 3:26-28; Ephesians 6:5-9; Colossians 3:12-17; 1 Thessalonians 3:12; Philemon; James 1:27; 2:8.

Peace and War: We believe it is the duty of Christians to seek peace with all people on principles of righteousness. In accordance with the spirit and teachings of Christ they should do all in their power to put an end to war. We believe the true remedy for the war spirit is the gospel of our Lord. The supreme need of the world is the acceptance of His teachings in all the affairs of humanity and nations, and the practical application of His law of love. Christian people throughout the world should pray for the reign of the Prince of Peace.

Isaiah 2:4; Matthew 5:9,38-48; 6:33; 26:52; Luke 22:36,38; Romans 12:18-19; 13:1-7; 14:19; Hebrews 12:14; James 4:1-2.

Religious Liberty: We believe God alone is Lord of the conscience, and He has left it free from the doctrines and commandments of human authorities which are contrary to His Word or not contained in it. Church and state should be separate. The state owes to every church protection and full freedom in the pursuit of its spiritual ends. In providing for such freedom no ecclesiastical group or denomination should be favored by the state more than others. Civil government being ordained of God, it is the duty of Christians to render loyal obedience thereto in all things not contrary to the revealed will of God. The church should not resort to the civil power to carry on its work. The gospel of Christ contemplates spiritual means alone for the pursuit of its ends. The state has no right to impose penalties for religious opinions of any kind. The state has no right to impose taxes for the support of any form of religion. A free church in a free state is the Christian ideal, and this implies the right of free and unhindered access to God on the part of all people, and the right to form and propagate opinions in the sphere of religion without interference by the civil power.

Genesis 1:27; 2:7; Matthew 6:6-7,24; 16:26; 22:21; John 8:36; Acts 4:19-20; Romans 6:1-2; 13:1-7; Galatians 5:1,13; Philippians 3:20; 1 Timothy 2:1-2; James 4:12; 1 Peter 2:12-17; 3:11-17; 4:12-19.

The Family: We believe God has ordained the family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood, or adoption. We believe marriage is the uniting of one cisgender man as husband and one cisgender woman as wife in covenant commitment for a lifetime. It is God's unique gift to reveal the union between Christ and His church and to provide for the man and the woman in marriage the framework for intimate companionship, the channel of sexual expression according to biblical standards, and the means for procreation of the human race. We believe the husband and wife are of equal worth before God, since both are created in God's image. The marriage relationship models the way God relates to His people. A husband is to love his wife as Christ loved the church. He has the God-given responsibility to provide for, to protect, and to lead his family. A wife is to submit herself graciously to the servant leadership of her husband even as the church willingly submits to the headship of Christ. She, being in the image of God as is her husband and thus equal to him, has the God-given responsibility to respect her husband and to serve as his helper in managing the household and nurturing the next generation. We believe children, from the moment of conception, are a blessing and heritage from the Lord. Parents are to demonstrate to their children God's pattern for marriage. Parents are to teach their children spiritual and moral values and to lead them, through consistent lifestyle example and loving discipline, to make choices based on biblical truth. Children are to honor and obey their parents.

Genesis 1:26-28; 2:15-25; 3:1-20; Exodus 20:12; Deuteronomy 6:4-9; Joshua 24:15; 1 Samuel 1:26-28; Psalms 51:5; 78:1-8; 127; 128; 139:13-16; Proverbs 1:8; 5:15-20; 6:20-22; 12:4; 13:24; 14:1; 17:6; 18:22; 22:6,15; 23:13-14; 24:3; 29:15,17; 31:10-31; Ecclesiastes 4:9-12; 9:9; Malachi 2:14-16; Matthew 5:31-32; 18:2-5; 19:3-9; Mark 10:6-12; Romans 1:18-32; 1 Corinthians 7:1-16; Ephesians 5:21-33; 6:1-4; Colossians 3:18-21; 1 Timothy 5:8,14; 2 Timothy 1:3-5; Titus 2:3-5; Hebrews 13:4; 1 Peter 3:1-7.

Marriage: We believe God has ordained marriage and defined it as the covenant relationship between a cisgender man, a cisgender woman, and Himself, and therefore, Mt. Airy Baptist Church will only recognize marriages between one cisgender man as husband and one cisgender woman as wife. In accordance with this belief and God's ordained purpose for marriage:

- (a) Employees of Mt. Airy Baptist Church will only officiate, host, and/or solemnize marriages between one cisgender man as husband and one cisgender woman as wife, and shall not foster any activity contrary to God's ordained definition of marriage;
- (b) The facilities and property of Mt. Airy Baptist Church shall only host weddings between one cisgender man as husband and one cisgender woman as wife; and
- (c) Mt. Airy Baptist Church reserves the right to determine, in its sole discretion, who may marry in its facilities or on its property.

Genesis 2:23-24; Matthew 19:5; Mark 10:7-9.

Gender Identity. We believe God has assigned gender to be in conformity with one's sex at birth. We believe that male and female are the only two genders assigned by God.

Genesis 1:27; Matthew 19:4; Mark 10:6.

ARTICLE VI MEMBERSHIP

The Church is a religious organization within the meaning of South Carolina Code Annotated Sections 33-31-201 through 33-31-207. The Church will have members ("Members") as defined by these Bylaws. Church membership will not constitute being a member within the specific legal context of "the membership of a corporate entity" under the general principles of corporate law or as that term is defined in Section 33-31-140 of the Act. Membership shall be determined in accordance with the Bylaws of the Church, as outlined below.

Member Authority. The Church is a sovereign and democratic Baptist church under the leadership of Jesus Christ. Governance of the Church is ultimately vested in the Members in a congregational form of church governance. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of the Church, except to the extent the membership shall delegate responsibilities and authorities under the terms of these Bylaws, or by action taken by the Members. Church membership does not constitute being a member of the corporate entity known as Mt. Airy Baptist Church, Inc. as that term is defined in Section 33-31-140 of the Act. The Members have chosen to delegate authority to the Trustees as described in Article IX. The Members have retained authority to take any of the following actions by vote:

- (a) calling and terminating the senior pastor;
- (b) nominating deacons;
- (c) electing and removing Trustees;
- (d) approving the Church's mission, objective, values, and Statement of Faith;
- (e) adopting and amending the Church's Bylaws;
- (f) purchasing, selling, or encumbering all real property, land, and buildings;
- (g) relocating the principal office of the Church;
- (h) borrowing money other than that which is consistent with the approved annual Church budget;
- (i) establishing a new church campus or merging with an existing church;
- (j) dissolving the Church; and
- (k) authorizing, approving, ratifying, denying, or rejecting transaction(s) between the Church and a Trustee or officer of the church in which such person has a direct or indirect interest in the transaction.

The Members have delegated all other authority to the Trustees. The Members may, by amendment to the Bylaws, rescind such delegation of authority and responsibility, in whole or in part, at any time.

Membership Candidacy. All candidates, including any future potential multisite candidates, may request membership and approval by the church in the following ways only:

- (a) by profession of faith and for baptism by immersion;
- (b) by promise of a letter of recommendation from another church of like faith and order;
- (c) by statement of a prior conversion experience with prior baptism by immersion in a church of like faith and order when no letter is obtainable; or
- (d) by statement of a prior conversion experience and upon baptism by immersion by the Church.

Membership Effective. Membership shall become effective upon

- (a) presentation in accordance with the membership candidacy requirements; and
- (b) completion of age-appropriate new member orientation as prescribed from time-to-time by the senior pastor and ministerial staff.

Membership candidates that have completed both (a) and (b) will be presented to the Membership Team for approval, and then announced to the Church on a regular basis.

Termination of Membership. Membership may be terminated in the following ways only:

- (a) notification of a Member having joined another church;

- (b) written request of the Member;
- (c) discipline; or
- (d) death.

Discipline of Members. The Church, consistent with the teachings of Galatians 6:1, will use every reasonable effort to minister to and assist any Member experiencing spiritual, emotional, financial, or other problems. The Church, through its Trustees, and with the advice of the senior pastor, may discipline any Member whose conduct is in clear violation of the Church's Biblical Foundations and Statement of Faith as set forth in these Bylaws, provided such discipline is conducted pursuant to procedures adopted by the Trustees in consultation with the senior pastor, staff, and Membership Team.

In accordance with the instructions of Jesus, any proceeding to discipline a Member shall be pervaded by a spirit of Christian kindness and forbearance. If the Trustees determine that the welfare of the Church will be best served by the termination of a Member's membership, at least two-thirds of the Trustees in office may act on behalf of the Church and take this action, provided the procedures adopted by the Trustees in consultation with the senior pastor, staff, and Membership Team have been followed.

Because redemption rather than punishment is the guideline that governs the attitude of one believer towards another, any person whose membership has been terminated may make a request to the Trustees to be reinstated. Upon receiving such a request, the Trustees may vote to reinstate the person as a Member pursuant to the procedures adopted by the Trustees in consultation with the senior pastor, staff, and Membership Team.

Corporate Worship.

Corporate Worship Services. The Church shall meet regularly for preaching, instruction, evangelism, and worship. These meetings are for all people and shall be conducted under the collaboration, supervision, and direction of the senior pastor and any designated respective pastors.

Special Corporate Services. The pastors shall also schedule such special services as they shall deem appropriate for worship, praise, instruction, celebration, baptism, remembrance, or child dedication.

Meetings of Members to Act on Resolutions.

Annual Meeting. An annual meeting of the Church shall be held within three months of the close of the fiscal year on a date and time designated by the Trustees. A notice of at least seven (7) days will be given to the Members. At such meetings, the Trustees, church treasurer, pastors and others designated by the Trustees also shall report on the activities of the Church and conduct such other business as may properly come before the Church.

Special Meetings. The Trustees may call a special meeting for the Members to consider or approve items that have been delegated to the Members under these Bylaws. The date and time of the special meeting is selected at the discretion of the Trustees in consultation with the church staff. A notice of at least seven (7) days will be given to the Members. When notifying the Church of a special meeting, the purpose of the meeting is stated at the time of the announcement.

Presentation of Resolution. Prior to submitting any resolution to the Church for a vote, the Trustees shall first present such resolutions to the membership for review and prayer. Trustees determine the best way to present the resolution. Trustees may present the resolution by written notice (such as when they are electing Trustees and nominating deacons), and/or at one or more informational meetings (such as future Church strategy, purchase of property, etc.). A corporate worship service of the Church may suffice as an informational meeting.

At such informational meetings, the last of which shall be at least seven (7) days prior to the date on which voting shall occur, the Trustees shall provide information concerning the resolution and shall receive from the Members recommendations, suggestions for amendments, and additions to or deletions from the resolution. The Trustees may amend the proposed resolution or may decide not to present the proposed resolution for a Member vote based upon the recommendations from the congregation at the informational meeting. Resolutions submitted to the Members at an annual or special meeting for a vote may not be amended on the floor of the meeting.

Parliamentary Procedure. The chair of the Trustees, or the chair's designee, shall preside at all church business meetings. The Church shall adopt rules of order that shall apply to all church business meetings, and the presiding officer shall be the final authority on all questions of procedure, unless overruled by the affirmative vote of at least a majority of the Members present and voting.

Voting. Every Member of the Church that is 18 years or older as of the day of the vote is entitled to vote at all elections and on all resolutions submitted to the Church. Voting on any item requiring a vote of the Members pursuant to these Bylaws shall be by written ballot cast at an annual or special meeting. Each Member may cast one vote. Proxy and absentee voting are not permitted.

Resolutions may be adopted at an annual or special meeting by at least two-thirds of the Members present and voting.

Quorum. A quorum shall consist of the Members present in-person or linked electronically such that all members can simultaneously hear one another at a properly called meeting.

Records. The secretary of the Church shall be responsible for the administration of all votes held, counted, and recorded, and shall maintain a record of all actions taken by the Members including a copy of the resolution and a record of the vote thereon. Voting ballots shall be considered confidential and shall be retained for ninety (90) days following any vote.

Failure of Trustees to Present Resolution. If the Trustees fail to present a resolution to the Members for review and prayer within thirty (30) days after receiving such resolution from the deacons or a standing committee of the Church, the deacons or standing committee may submit

such resolution to the Members for review and prayer. The resolution shall be submitted to the Members in consultation with the Trustees, who shall determine the date, time, place, agenda, and procedures for the presentation, including for any informational meeting. The presentation shall occur no later than sixty (60) days after the Trustees receive the resolution.

The deacons or standing committee presenting the resolution, and the Trustees shall have equal time and opportunity to present their respective views, comments, and recommendations with regard to the resolution at any informational meeting and in all communications with the members. The Trustee chair shall agree with the standing committee chair or the deacon chair upon a suitable date for the Members to vote on the resolution, which shall be no earlier than at least seven (7) days and no later than thirty (30) days following the presentation or last informational meeting.

ARTICLE VII GOVERNANCE

Governance of the Church is ultimately vested in the Members. The Church is subject to the control of no other ecclesiastical body but recognizes and sustains a relationship of mutual cooperation among Southern Baptist churches. The Church has chosen to affiliate with the Piedmont Baptist Association, the South Carolina Baptist Convention, and the Southern Baptist Convention. While the ultimate authority for governance of the Church is vested in the Members in a congregational form of church governance, the Members have chosen, as evidenced by these Bylaws, to delegate substantial authority to the Trustees pursuant to Article VI.

ARTICLE VIII USE OF FUNDS

No Private Inurement. The Church is not formed for financial or pecuniary gain. No part of the assets, income, or profits of the Church shall be distributable to, or inure to the benefit of its Trustees or officers or any other private person, except as reimbursement for expenses or reasonable compensation for services rendered to the Church and except to make payments and distributions in furtherance of the purposes of the Church as set forth in these Bylaws.

Dissolution of the Church and Distributions thereof. The Members shall have the authority to dissolve the Church at any time that they deem such dissolution appropriate or advisable by at least an eighty percent (80%) majority vote of the Members present and voting at an annual or special meeting of the Church. In such event, after paying, or making provision for the payment of, all liabilities of the Church then outstanding and unpaid, the Trustees shall distribute the assets of the Church exclusively for religious purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the Members of the Church shall determine in accordance with the Bylaws. Any assets not so distributed shall be distributed to one or more organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code as the Trustees shall determine.

Any assets not so disposed of by the Trustees shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Church is then located, with the distribution of assets to be made for such charitable purposes then described under Section 170(c)(1) of the Code or such organization or organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code as such court shall determine.

ARTICLE IX TRUSTEES AND OFFICERS

Responsibility. The affairs of the Church are to be guided by Trustees that shall act as directors of the Church and by such officers as shall be described in the Bylaws. The Trustees serve as a lay leadership team elected by, and accountable to, the Members. The Trustees are empowered by the Members to ensure alignment of ministries with the Church's mission and vision, to give oversight to the ongoing operations of the Church, and to provide counsel and support to the pastors or staff. The Trustees serve as a liaison between the Church and the staff to integrate the total work of the Church. Membership has delegated and entrusted to the Trustees all governing authority for the Church not specifically retained by the Members in these Bylaws. The Trustees are authorized to act on behalf of the Church in all matters not specifically retained by the Members in Article VI.

Trustees Relationship to Senior Pastor. Scripture charges the senior pastor with ultimate leadership of the Church, responsibility to its Members, and as overseer and shepherd of the Church entrusted to him (Acts 20:28; 1 Peter 5:2-3). Therefore, no wording in these Bylaws shall be interpreted or defined in such a manner or construed in such a way that (1) would be contrary to the authority of the senior pastor vested in him by Scripture or Article XI of these Bylaws or (2) imply any reporting authority over the senior pastor or other church staff.

Number. There shall be at least six (6) and no more than nine (9) Trustees.

Tenure. Trustees shall be elected for a three-year term that begins on January 1 and shall serve until their successors are elected. One-third of the total number of Trustees shall be elected by the Members annually. A Trustee may not serve more than two consecutive terms. A Trustee who has served the maximum number of allowed terms is not eligible to be a Trustee until at least one year after the Trustee's term expires.

Qualifications. In seeking to fill the office of Trustee, the Church's goal is to identify those persons who have demonstrated toward Mt. Airy Baptist Church and God's kingdom the agape love described in I Corinthians 13. That is, Trustees are expected to have demonstrated toward the Church and its Members patience, kindness, humility, and self-sacrifice. The Trustees' lives are expected to reflect the fruit of the Spirit described in Galatians 5. In addition, a nominee must meet the following qualifications:

- (a) be at least thirty (30) years of age and have been a Member of the Church for a minimum of three (3) years at the time service as a Trustee begins;
- (b) reflect and have demonstrated spiritual maturity, godly wisdom, and a committed faith that evidences the lordship of Jesus Christ;
- (c) demonstrate a consistency in stewardship with the tithe through the Church as a minimal level of giving;
- (d) be an active participant in the Church and have demonstrated a commitment to the mission, objective, and values of the Church;
- (e) be willing to follow scriptural principles for conflict resolution, maintain confidentiality, and make decisions objectively without bias to particular areas of ministry;

- (f) be viewed as demonstrating a high standard of the Christ-like life and be free from behavior that would negatively affect the ministry of the Church; and
- (g) agree with the principles of Article V Biblical Foundations and Statement of Faith.

A Trustee may not simultaneously serve as a deacon, voting member of a standing committee, or employee of the Church. A person serving in one of these positions may be nominated and elected as a Trustee but must resign the conflicting position prior to assuming the role of Trustee. Immediate family members, defined as spouse, parents, children, or individuals related by marriage, may not serve concurrently as Trustees.

Nominations and Elections.

Nominations for Trustee shall be made by an ad hoc committee (“Trustee Nominating Committee”) that consists of the following members: two (2) current Trustees selected by the Trustees, the senior pastor, the deacon chair, one (1) Member who is not a deacon or Trustee selected by the senior pastor, and one (1) Member who is not a deacon or Trustee selected by the current Trustees.

The Trustee Nominating Committee shall request recommendations from Members for filling Trustee vacancies. The Trustee Nominating Committee shall make the request through the normal communication channels of the Church and include information with the request regarding the number of Trustee vacancies, the qualifications for Trustees, and the process for submission and consideration of recommendations. Only Members may submit Trustee recommendations.

Upon the Trustee Nominating Committee’s receipt of recommendations, the Chair of the Committee shall work with the senior financial manager and the Secretary to verify that the recommended individuals meet the qualifications specified in these Bylaws. Individuals who meet the qualifications specified in these Bylaws shall be considered by the Trustee Nominating Committee, and upon receipt of at least a majority vote of the entire Committee and their consent to serve if elected shall be presented as nominees to the Church. Current Trustees who have served only one term shall be nominated for a second term, provided they meet the qualifications specified in these Bylaws, receive the recommendation of at least four other current Trustees, and consent to serve if elected.

No later than December 1, the Trustee Nominating Committee shall publish the names of the nominees for Trustee through the normal communication channels of the Church and include information regarding the voting procedures. Voting for Trustees shall take place during the last quarter of each calendar year and may take place at a Corporate Worship Service, at a meeting of the Church, or electronically, at the discretion of the Trustees. Write-in nominations and nominations from the floor are not permitted.

Nominees receiving a plurality of votes for each vacancy shall be elected. Members of the Trustee Nominating Committee who are not on the ballot shall count the ballots and promptly announce to the Church the results of the election.

Resignation of Trustees. A Trustee may resign his or her office at any time by tendering his or her resignation in writing to the chair, or to the secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Church at its principal place of business.

Trustee Vacancy. A Trustee vacancy shall be filled for the remainder of the term by the affirmative vote of at least two-thirds of the Trustees at a meeting of the Trustees and shall be announced to the Church. The Trustees shall consult with the senior pastor and deacon chair prior to filling the vacancy and shall fill the vacancy by selecting a qualified individual from the list submitted by the Trustee Nominating Committee in the most recent Trustee election. Serving an unexpired term for one year or less shall not constitute a full term for purposes of term limits.

Removal of Trustees. A Trustee may be removed, with or without cause, by the affirmative vote of at least three-fourths of the Trustees at a meeting called for that purpose, or by the affirmative vote of at least three-fourths of the Members present and voting at a special meeting of the Members called for that purpose.

Officers of the Church. The officers of the Church shall be a chair, vice chair, secretary, and treasurer (collectively, the “Officers”). These Officers shall be deemed the president, vice president, secretary, and treasurer of the Church, respectively, for purposes of the Act.

Chair of the Trustees. The chair of the Trustees shall serve as president of the Church for purposes of the Act and shall moderate any meeting of the Members or the Trustees, unless the chair designates that responsibility to another Trustee for all or part of a meeting. The chair shall have all authority incident to the office of chair and such other duties as may from time to time be prescribed by the Trustees and not inconsistent with the Bylaws of the Church. The chair may sign, with the secretary or any other proper officer authorized by the Trustees or the Church, deeds, mortgages, bonds, contracts, or other instruments, which the Trustees or Church has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Members, Bylaws, or Trustees to some other officer or agent of the Church.

Vice Chair of the Trustees. In the absence of the chair, or in the event of his or her death, inability, or refusal to act, the vice chair shall perform the duties of chair (pending election, if necessary, of a successor chair). When so acting, the vice chair shall have all the powers of the chair. The vice chair shall be the vice president of the Church.

Secretary of the Trustees and the Church. The secretary of the Trustees shall be the secretary of the Church and shall keep the minutes of the proceedings of the Trustees and Members in a designated file provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address, electronic mail address, and phone numbers of each Trustee, which information shall be furnished to the secretary by each Trustee; and, in general, perform all duties incident to the office of secretary of the Trustees and Church. The secretary will perform such other duties as from time to time may be assigned to him or her by the chair of the Trustees. The secretary shall be responsible for keeping a register of the names of Members, with dates of admission, dismissal, or death, together with a record of baptisms. The secretary shall issue letters of dismissal approved by the

Trustees pursuant to Article VI and preserve on file all such letters of dismissal and any response. The secretary may delegate clerical responsibilities to administrative personnel of the Church.

Election of Officers. The Trustees shall elect the chair, vice chair, and secretary for a term of one (1) year or until a successor shall have been duly elected and qualified, or until an Officer's earlier death, resignation, or removal from office in the manner hereinafter provided. The Chair of the Finance Ministry Team ("FMT") shall be the treasurer. A Trustee becomes eligible to be an Officer after serving at least two (2) years as a Trustee. An Officer may succeed himself or herself in his or her office.

Resignation of Officers. An Officer may resign his or her office at any time by tendering his or her resignation in writing to the chair or, in the case of the resignation of the chair, to the secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Church at its principal place of business.

Officer Vacancy. An Officer vacancy shall be filled for the remainder of the term by the affirmative vote of at least two-thirds of the Trustees at a meeting of the Trustees and shall be announced to the Church.

Removal of Officers. Any Trustee who is removed as a Trustee shall be automatically removed as an Officer. The Trustees may remove an Officer with or without cause by an affirmative vote of at least three-fourths of the Trustees, when, in the Trustees' judgment, the best interest of the Church will be served thereby.

Salaries and Expenses. No Trustee or Officer of the Church shall receive a salary or other compensation for services rendered to the Church. Reasonable expenses incurred by any Officer of the Church or the Trustees in the course of coordinating the affairs of the Church shall be reimbursed by the Church upon proper substantiation.

Meetings. The Trustees shall meet at least quarterly at a time and place designated by the chair. Notice of the date, time, and place of quarterly Trustee meetings shall be given to each Trustee, the senior pastor, and the deacon chair at least ten (10) days prior to the day of the meeting, and to the Members at least seven (7) days prior to the day of the meeting. The senior pastor and deacon chair shall be invited to all Trustee meetings and may attend all meetings unless at least two-thirds of the Trustees present at the meeting vote to excuse one or both of them. Other church staff members may also attend by invitation of the senior pastor or the Trustees unless at least two-thirds of the Trustees present at the meeting vote to excuse them. Special meetings may be called by the chair and shall be called by the chair within five (5) days upon the written request of the senior pastor, the executive pastor, or at least one-third (1/3) of the Trustees. The purpose of the meeting shall be stated in the written request. Notice of the time, date, and place of a special Trustee meeting shall be given to each Trustee, the senior pastor, and the deacon chair at least 48-hours prior to the time of the meeting.

Notices. Notices of regular or special meetings shall be given to the Trustees, the senior pastor, the deacon chair, and any invited staff members by written or electronic notice. Notices of regular meetings will be announced to the Members through the standard communication channels of the

Church. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting. An exception would be where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Trustees must be specified in the notice of such meeting and no other business shall be transacted at that meeting.

Quorum. At least two-thirds of the Trustees present in person or linked electronically such that every Trustee can simultaneously hear one another shall constitute a quorum for a regular or special meeting of the Trustees.

Voting. Unless otherwise stated in these Bylaws, the affirmative vote of at least a majority of all of the Trustees in office shall be required to pass any resolution or take any action. Each Trustee may cast one vote. Absentee and proxy voting are not permitted.

Action without a Meeting. Any action required or permitted to be taken at a meeting by the Trustees may be taken without a meeting if all Trustees consent to taking such action in writing. The action must be evidenced by one or more written or electronic consents describing the action, signed in one or more counterparts by each Trustee entitled to vote on the action, indicating each signing Trustee's consent to the action. All such written consents and actions shall be filed with the minutes of the proceedings of the Trustees. A consent signed under this section shall have the same force and effect as a vote of the Trustees taken at a meeting and may be described as such in any document.

Special Assignments. The Church has delegated to the Trustees the following special assignments:

- (a) approving messengers to attend conventions or associations on behalf of the Church;
- (b) approving the Bylaws of any future incorporated entity established by the Church; and
- (c) developing and maintaining the Church's Operations Manual, which should outline the standard operating procedures for fulfilling the intent and purposes of these Bylaws, complete with a more detailed explanation regarding the responsibilities and relationships of committees/teams.

Limited Personal Liability of Trustees. No person who is or was a Trustee of the Church nor such person's heirs, executors, administrators, or legal representatives (collectively referred to as a "Trustee") shall be personally liable to the Church for monetary damages for breach of fiduciary duty as a Trustee; provided, however, that this provision shall not eliminate or limit the liability of a Trustee (a) for any breach of a Trustee's duty of loyalty to the Church, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) under Section 33-31-834 of the Act. No repeal or modification of the provisions of this Article, either directly or by the adopting of provisions inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE X DEACONS

Role of the Deacons. In accordance with the meaning of the work and practice reflected in the New Testament, deacons are to be servants of the Church. The task of the deacons is to serve with the senior pastor and church staff in performing pastoral ministries; proclaiming the gospel to believers and unbelievers; caring for church Members and other persons in the community; leading the Church by example to engage in a fellowship of worship, witness, education, ministry, and lifestyle application; and leading the Church by example in performing its task.

Deacon Qualifications. The qualifications for deacons shall be those New Testament standards outlined in Acts 6:1-8 and 1 Timothy 3. Deacons are expected to be models of a Christian lifestyle and commitment worthy of emulation by other members of the Church. Deacons are expected to participate in the life of the Church with a goal of ministry and service to the church body. Deacons must be of good reputation, full of the Holy Spirit and wisdom, and willing to serve and minister to others.

Deacons also shall possess the same qualifications required for Trustees pursuant to these Bylaws, with exceptions being their age, which must be at least twenty-one (21) years, and their length of church membership, which shall be at least one (1) year.

Number. There shall be at least twelve (12) deacons elected from among those Members who have proven themselves to have the scriptural qualifications outlined above.

Tenure. Deacons shall be elected for a term of three (3) years with one-third of the total number of deacons being elected each year. A deacon who has served one term is not eligible to be a deacon until at least one year after the deacon's term expires.

Deacon Ordination. Deacons are ordained by the Church to fulfill their role as servants of the Church.

Deacon Officers. The officers of the deacons shall be a chair, vice chair, and secretary. The deacons shall elect the chair, vice chair, and secretary for a term of one (1) year or until a successor shall have been duly elected and qualified, or until an officer's earlier death, resignation, or removal from office in the manner hereinafter provided. An officer may serve successive terms.

Resignation of Deacon Officers. A deacon may resign his office at any time by tendering his resignation in writing to the chair or, in the case of the resignation of the chair, to the secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Church at its principal place of business.

Officer Vacancy. An officer vacancy shall be filled for the remainder of the term by the affirmative vote of at least two-thirds of the deacons at a meeting of the deacons.

Deacon Nominations and Election. Deacons shall be nominated in the following manner:

The Deacon Chair shall request nominations from Members for filling Deacon vacancies. The

Deacon Chair shall make the request through the normal communication channels of the Church and include information with the request regarding the number of Deacon vacancies for each location, the qualifications for Deacons, and the process for submission and consideration of nominations. Only Members may submit Deacon nominations.

Upon receipt of nominations, the Deacon Chair shall work with the senior financial manager and the minister assigned to Deacon ministry to verify that the recommended individuals meet the qualifications specified in these Bylaws. The deacons shall meet personally with the individuals who meet the qualifications in the bylaws to counsel with them regarding the role of a deacon and to obtain their consent to serve if elected. Individuals who meet the qualifications specified in these Bylaws and who consent to serve if elected shall be considered for election by the Trustees. The Trustees shall consult with the senior pastor, the Deacon Chair, the pastors from each location, and the Vice Chairs from each location prior to taking a vote. The Trustees shall vote for deacons during the last quarter of each calendar year, and the individuals who receive a plurality of votes cast for each vacancy shall be elected. Nominees who are elected shall meet with the senior pastor and/or his designee for orientation.

Term of Office. Deacons shall be elected for a three-year term that begins on January 1 and shall serve until their successors are elected.

Removal of Deacons. Any of the deacons may be removed by the affirmative vote of at least a majority of the Trustees in office when, in the Trustees' judgment, the best interest of the Church will be served thereby.

Vacancy. A deacon vacancy shall be filled for the remainder of the term by the affirmative vote of at least a majority of the Trustees in office at a meeting of the Trustees and shall be announced to the Church. The Trustees shall consult with the senior pastor, minister assigned to Deacon ministry, and deacon chair prior to filling the vacancy and shall fill the vacancy by selecting a qualified individual from the list submitted by the Deacon Chair in the most recent Deacon election. Serving an unexpired term for one year or less shall not constitute a full term for purposes of term limits.

ARTICLE XI MINISTERIAL AND CHURCH STAFF

Role of Trustees. The Trustees, on behalf of the membership, may serve as an accountability group for the senior pastor providing counsel and support. The Trustees may serve as an accountability group for other church staff members at the request of the senior pastor.

The Trustees shall, in collaboration with the senior pastor, determine the number and duties of ministerial and other church staff positions necessary to carry out the mission/vision of the church as determined by the senior pastor.

Role of the Senior Pastor. The senior pastor is the principal spiritual leader called by the Church and shall determine the mission/vision of the church and serve as mentor to all other pastors. He shall have authority over all of the ministries of the church but may delegate administrative duties

to the executive pastor, director of administration or other administrative staff members.

Calling and Succession of the Senior Pastor. The senior pastor shall be called by the Church upon the affirmative vote of at least two-thirds of the Members present and voting at an annual or special meeting of the Church. In the event of a vacancy in the position, the Trustees, after consultation with the appropriate church leadership, shall appoint a search committee to seek a suitable senior pastor. The search committee shall function as an ad hoc committee; its role, scope, authority, and timeline for recommending candidates shall be established by the Trustees. The Trustees shall bring only one senior pastor candidate to the Church at a time for its consideration.

The succession plan of the senior pastor will be reviewed at least annually by the Trustees.

Termination of the Senior Pastor. The senior pastor may be terminated (1) by the affirmative vote of at least two-thirds of the Members present and voting, provided at least two-thirds of the Trustees in office have voted to recommend termination; or (2) by the affirmative vote of at least three-fourths of the Members present and voting.

Role of the Ministers. The Church assigns and provides opportunity for the ministers to focus on these primary roles: (1) spiritual teaching for the Church under the authority and direction of God as revealed through His Holy Spirit and the Scripture; (2) Bible study and preparation for evangelical preaching and teaching; and (3) commitment to prayer and growth in personal discipleship.

ARTICLE XII COMMITTEES

Role of Trustees. The Church has delegated to the Trustees the authority to determine on an annual basis the specific tasks, membership, terms of service, rotation plan, meeting frequency, and the chair and vice chair of all standing committees. Such committees shall be under the direction of and serve at the pleasure of the Trustees.

Standing Committees. Standing committees, also known as teams, are established to assist the Trustees with oversight of key ongoing operations of the Church. Standing committees may be changed by the Trustees depending on the needs of the Church. Each standing committee shall include at least one Trustee who will serve as a liaison between the committee and the Trustees. The Trustee liaison on each committee shall not have a vote and shall not be counted as a member of the committee for voting or quorum purposes.

Qualifications of Standing Committee Members. Members of the standing committees shall possess the same qualifications required for Trustees.

General Scope of the Finance Ministry Team. The Finance Ministry Team (“FMT”) serves as a lay leadership team accountable to the Members and elected by the Trustees to act in a prudent manner overseeing the financial ministries of the church. The Chair of the FMT shall serve as the church treasurer. The Finance Team will establish and submit the annual budget for the church to the Trustees for review and approval.

General Scope of the Staff Resources Team. The Staff Resources Team (“SRT”) serves as a lay leadership team accountable to the Members and elected by the Trustees to act in a prudent manner overseeing the human resources functions of the church.

General Scope of the Property Management Team. The Property Management Team (“PMT”) serves as a lay leadership team accountable to the Members and elected by the Trustees to act in a prudent manner overseeing the real and personal property of the church.

General Scope of the Membership Team. The Membership Team (“MT”) serves as a lay leadership team accountable to the Members and elected by the Trustees to act in a prudent manner overseeing aspects of membership candidacy and discipline.

Ad Hoc Committees. Ad Hoc Committees are established by the Trustees to assist them with short-term projects of the Church.

ARTICLE XIII FINANCIAL MANAGEMENT OF CHURCH OPERATIONS

Role of Trustees. The Trustees are responsible for the alignment of the Church’s finances with the Church’s mission and strategic objective.

Role of Treasurer of the Church. The chair of the FMT shall serve as the Church treasurer. In consultation with the Trustees and executive pastor, it shall be the duty of the treasurer to provide oversight to the senior financial manager for the Church in the performance of his/her duties.

The treasurer may delegate to the senior financial manager, or the staff any and all of the administrative and clerical duties described in this section, but exercise oversight of the duties performed. The senior financial manager shall have the primary duty to receive, preserve, and pay out, upon receipt of vouchers approved and signed by authorized personnel, all money or things of value paid or given to the Church. An itemized account of all receipts and disbursements will be kept pursuant to the Church’s retention policies.

In addition, the treasurer shall perform the following duties:

- (a) ensure the development of fiduciary policies;
- (b) monitor the performance of the Church’s fiduciary policies through the review of internal financial statements prepared in accordance with sound accounting practices;
- (c) render to the Church a summary report of the receipts and disbursements for the preceding quarter as directed by Trustees;
- (d) be responsible for the oversight of any periodic audits conducted of the Church’s financial statements; and
- (e) review financial transactions of the Church for compliance with IRS guidelines related to non-profit status.

Accounting Practices. The FMT shall assist the executive pastor and senior financial manager in establishing and maintaining a system of accounting consistent with sound business principles and faithful stewardship.

Financial Records and Reports. All financial records are the property of the Church and shall be kept as permanent records of the Church pursuant to the Church's document retention policy. The FMT shall work with the executive pastor and senior financial manager to prepare monthly financial reports to the Trustees. Trustees shall provide periodic, but in no case less than annual, financial statements for presentation to the Church.

Church Budget. The FMT shall supervise the development of an annual budget for the Church and submit it to the Trustees for review and approval.

Monitoring Expenditures. The Trustees shall work with the FMT to assist the executive pastor and senior financial manager in monitoring the receipts and expenditures of the Church. Variances from the approved budget shall be analyzed and resolved by the FMT consulting with the executive pastor and Trustees.

Guidelines for Unbudgeted Expenditures. Unbudgeted expenditures are those expenditures and/or commitments for which no budget has been approved by the Trustees and/or which could impact a future budget period. All unbudgeted expenditures require the prior approval of the FMT. The FMT has the authority to adjust the budget up to 2.5% of the total approved annual budget amount. Any single unbudgeted expenditure that would cause the total unbudgeted expenditures for the fiscal year to exceed 2.5% of the approved annual budget will require approval of the Trustees.

Annual Church Audit. In the event that the Trustees determine that an independent audit of the Church's financial statements is necessary, the Trustees will authorize the FMT to retain the services of an independent certified public accounting firm to perform this service. The audit report generated by this independent audit shall be delivered personally to the FMT and shared with the Trustees for their review and approval.

Contracts and Employment of Agents. Except as limited by these Bylaws, the Trustees may authorize any Trustee, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Church. The Trustees shall be specifically authorized, in their sole discretion, to employ and pay the compensation of such agents, accountants, custodians, experts, consultants, and other counsel, legal, investment, or otherwise, as the Trustees shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Loans. No loans or lines of credit nor any amendments thereto that are inconsistent with the approved annual Church budget shall be contracted on behalf of the Church without the approval of the Members as outlined in Article VI, and no evidences of such indebtedness shall be issued in its name, unless authorized by a resolution of the Church.

Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents, of the Church, and in such manner, as shall from time to time be determined by resolution of the Trustees.

Deposits. All funds of the Church not otherwise employed shall be deposited from time to time, and in a timely manner, to the credit of the Church with such banks, trust companies, brokerage firms, investment managers, or other depositories as the Trustees may from time to time select.

Investment Authority. The Trustees shall be authorized to retain assets contributed to the Church, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Trustees shall have the authority to make investments in unproductive assets, or to hold unproductive assets to the extent necessary until it can be converted into productive assets at an appropriate time, provided the retention of such assets is in the best interest of the Church and does not in any way jeopardize the tax-exempt status of the Church.

Church Property. Title to all church property shall be held by the corporation on behalf of, and in the name of, the Church.

Church Intellectual Property. The Church shall own all rights to all works and subsequent derivative works created within the scope of a staff member's duties that the Church has a right to direct and supervise. Trustees develop and approve intellectual property policy guidelines. Trustees, or their representatives, must approve works within the scope of a staff member's duties that are presented for publication outside the Church, the terms and provisions of the contracts, and promotional activity related to such work and contracts. Trustees shall approve all uses of the Church's name and likeness.

Debt Management. The Trustees shall work with the FMT to manage and control the Church's long-term debt.

ARTICLE XIV STANDARDS OF CONDUCT

Standards of Conduct. A Trustee or an officer of the Church shall discharge his or her duties as a Trustee or as an officer, including duties as a member of a committee, in the following manner:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner he or she reasonably believes to be in the best interest of the Church.

Reliance on Third Parties. In discharging his or her duties, a Trustee or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one or more of the following individuals or groups:

- (a) one or more officers or employees of the Church whom the Trustee or officer reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, or other persons as to matters the Trustee or officer reasonably believes are within the person's professional or expert competence; or
- (c) with respect to a Trustee, a committee of Trustees of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee or officer reasonably believes the committee merits confidence.

Bad Faith. A Trustee or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by these Bylaws unwarranted.

No Liability. A Trustee or officer is not liable for any action taken, or any failure to take action, as a Trustee or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of the Act. No repeal or modification of the provisions of this Section, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

No Fiduciary. No Trustee or officer shall be deemed to be a fiduciary with respect to the Church or with respect to any property held or administered by the Church.

Prohibition on Loans. The Church shall make no loans to, or guarantees on behalf of, its Trustees or non-salaried officers. Any Trustee who assents to or participates in the making of any such loan and/or guarantee shall be liable to the Church for the amount until the repayment and complete discharge thereof.

ARTICLE XV CONFLICTS OF INTEREST

General. A conflict of interest transaction is a transaction with the Church in which a Trustee or officer of the Church has a direct or indirect interest. A Trustee or officer of the Church has an indirect interest in a transaction if, but not only if, a party to the transaction is another entity in which the Trustee or officer has a material interest, or of which the Trustee or officer is a general partner, director, officer, or Trustee. A conflict of interest transaction is not voidable, or the basis for imposing liability on the Trustee or officer, if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in accordance with the procedures outlined in these Bylaws. A Trustee or officer shall promptly report in writing to the chair of the Trustees (or if the chair is making the report, to the vice chair) any transaction that may constitute a conflict of interest.

Manner of Approval. A transaction in which a Trustee or officer of the Church has a conflict of interest may be approved under the following conditions:

- (a) the material facts of the transaction and the interest of the Trustee or officer were disclosed or known to the Trustees, or to a committee consisting entirely of Trustees, the transaction

involves less than \$5,000 in any fiscal year, and the Trustees or such committee authorized, approved, or ratified the transaction; or

- (b) the material facts of the transaction and the interest of the Trustee or officer were disclosed to the Members and the Members authorized, approved or ratified the transaction by a vote pursuant to the procedures outlined in these Bylaws; or
- (c) approval is obtained from the Attorney General of the State of South Carolina, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Quorum Requirements. A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of at least two-thirds of the Trustees who have no direct or indirect interest in the transaction. The presence of, or vote cast by, a Trustee with a direct or indirect interest in the transaction does not affect the validity of any action taken under this Article if the transaction is otherwise approved as provided in the procedures outlined in these Bylaws. A conflict of interest transaction can also be authorized, approved, or ratified if it receives the affirmative vote of at least three-fourths of the Members present and voting at a regular or special meeting, the notice for which contained notice of the vote on the conflict of interest matter.

ARTICLE XVI INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Mandatory Indemnification of Trustees and Officers. To the maximum extent permitted by the provisions of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to or for the benefit of any person who is or was a Trustee or officer of the Church, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (a) the Proceeding was instituted by reason of the fact that such person is or was a Trustee or officer of the Church; and
- (b) the Trustee or officer conducted himself or herself in good faith, and he or she reasonably believed (1) in the case of conduct in his or her official capacity with the Church, that his or her conduct was in its best interest; (2) in all other cases, that his or her conduct was at least not opposed to the best interests of the Church; and (3) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the

Trustee or officer did not meet the standard of conduct herein described.

Permissive Indemnification of Employees and Agents. The Church may, to the maximum extent permitted by the provisions of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding on behalf of any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in the section of the Article dealing with Trustees and Officers, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in the section of the Article dealing with Trustees and Officers above. The Church may also indemnify and advance expenses in a Proceeding on behalf of any person who is or was an employee or agent of the Church to the extent, consistent with public policy, as may be provided by these Bylaws, by contract, or by general or specific action of the Trustees.

Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in this Article above are contractual between the Church and the person being indemnified, and his or her heirs, executors, administrators, and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by a resolution of the Trustees, by these Bylaws, by the purchase and maintenance by the Church of insurance on behalf of a Trustee, officer, employee, or agent of the Church, or by an agreement with the Church providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Non-Limiting Application. The provisions of this Article shall not limit the power of the Church to pay or reimburse expenses incurred by a Trustee, officer, employee, or agent of the Church in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Prohibited Indemnification. Notwithstanding any other provision of this Article, the Church shall not indemnify or advance expenses to or on behalf of any Trustee, officer, employee, or agent of the Church, or such person's heirs, executors, administrators or legal representatives

- (a) if a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Church, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under the Act;
- (b) in connection with a Proceeding by or in the right of the Church in which such person was adjudged liable to the Church; or

- (c) in connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Dispute Resolution Clause. In keeping with 1 Corinthians 6:1-8, all disputes, which may arise between any Member and the Church itself, or between any Member and any pastor, committee member, Trustee, deacon, officer, employee, volunteer, agent, or other Member of this 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 Christian Conciliation, Institute for Christian Conciliation, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist, arbitration under this Article shall be conducted according to the rules of the American Arbitration Association. 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 injunctive 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 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 Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of Members.

Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE XVII NOTICES AND WAIVER OF NOTICE

Unless otherwise provided herein, the notices provided for in these Bylaws shall be communicated to the Members through normal church communication methods, including the worship bulletin, electronic mail, posting on the church website or announcement during regular worship services.

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

ARTICLE XVIII EMERGENCY POWERS

In the event of a catastrophic event, a disaster declaration, or a state of emergency declaration by any public official with powers over the Church's current jurisdiction such that a quorum of the

Trustees cannot be readily assembled, then those Trustees who are available may invoke emergency bylaws to provide special procedures necessary for guiding the Church during the emergency. The special procedures include, but are not limited to, (1) how to call a meeting of the board, (2) meeting quorum requirements, and (3) designation of additional or substitute Trustees.

All provisions of these regular Bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. Emergency bylaws are subject to amendment or repeal by the Members.

Action taken in good faith in accordance with the emergency bylaws (1) binds the corporation and (2) may not be used to impose liability on a Trustee, Officer, deacon, employee, or agent.

A Trustee, Officer, deacon, employee, or agent is not liable for deviation from normal procedures if the conduct was authorized by emergency bylaws adopted as provided in this Article, or by the Trustees acting in accordance with such emergency bylaws.

ARTICLE XIX FISCAL YEAR

The fiscal year of the Church shall end on the last day of December, or on such other date as may be fixed from time to time by the Trustees.

ARTICLE XX AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, upon the affirmative vote of at least two-thirds of the Members present and voting pursuant to the procedures outlined in these Bylaws, provided (1) notice of any proposed alteration, amendment, or repeal is given to the Members at least 30 days prior to a vote on the proposal and (2) any such proposal does not concern and is not inconsistent with Article V.

The Biblical Foundations and Statement of Faith in these Bylaws may be altered, amended, or repealed, and new provisions adopted, upon the affirmative vote of at least three-fourths of the Members present and voting pursuant to the procedures outlined in these Bylaws, provided notice of any proposed alteration, amendment or repeal is given to the Members at least 30 days prior to a vote on the proposal.

ARTICLE XXI ADOPTION AND EFFECTIVE DATE

These bylaws were approved by a vote of one hundred percent (100%) of the Members present and voting pursuant to a resolution adopted at a duly called meeting on October 15, 2023.

Provisos Related to Terms and Vacancies

1. The term of each current annual position holder will end one year after the year each position holder was elected, on December 31 of that year.
2. The term of each current three-year position holder will end three years after the year each position holder was elected, on December 31 of that year.
3. All vacancies created through the adoption and implementation of the revised bylaws will be filled as described in the revised bylaws as soon as practical, but no later than January 31, 2024.