

CHURCH BYLAWS

THE BYLAWS OF
CALVARY BAPTIST CHURCH OF WINSTON-SALEM, INC.
134 SOUTH PEACE HAVEN ROAD
WINSTON-SALEM, NORTH CAROLINA 27104

Article I. General Operations

Section 1. The objects and purposes of this Church are stated in the Constitution of Calvary Baptist Church of Winston-Salem, Inc. (the "Church"), herein referred to as the "Constitution".

Section 2. The general operation of the business affairs of this Church shall be carried out by the Business and Financial Administration Office under the guidance of the Board of Directors, subject to the approval of the membership of the Church.

Section 3. The Board of Directors of this Church shall consist of the elected active Deacons of this Church. They shall serve as provided in Article IV. All Church officers, Board of Directors, Church staff in decision-making capacities, required Church committee members, or other Church staff as defined by the Board of Directors, are required to comply with the Conflict of Interest Policy, located in the Policy and Procedures Manual.

Section 4. The officers of this Church shall be the President, Vice President, Secretary, Assistant Secretaries, Treasurer, and Assistant Treasurers. They shall serve as provided in Article V.

Article II. Membership

Section 1. QUALIFICATIONS: The qualifications for Church members are stated in the Constitution, Article III.

Section 2. EXPECTATIONS: Members are expected (1) to be faithful in all the duties essential to the Christian life, including attendance at services, classes, meetings, and events of the Church, (2) to give of their time, talents, and tithes for the support of the Church and its causes, (3) to share in the work and service of the Church and to pray for the same, and (4) to be faithful to the commitments of the Church Covenant, located in Article V of the Constitution.

Section 3. MEMBER STATUS: Members shall be categorized as active or non-active, as described in the Membership Policy, located in the Policy and Procedures Manual.

Section 4. DISCIPLINE: Members whose conduct or belief is observed to be contrary to Biblical teaching and

principles shall be disciplined with the goal of restoration in accordance with Scriptural instruction, as set forth in the Member Discipline Policy, located in the Policy and Procedures Manual.

Section 5. TERMINATION: The continuance of Church membership shall be subject to the principles and usages of Southern Baptist Churches, and especially as follows:

1. Upon Request
 - a. Any member who requires a letter of dismissal or recommendation to any other Baptist Church is entitled to receive it upon request. In case of his or her removal to another community, he or she should promptly make such request.
 - b. If any member requests to be released from his or her membership to the Church for reasons which the Church may deem satisfactory, including but not limited to a release to a non-Baptist church after it shall have patiently and kindly endeavored to secure his or her continuance in its fellowship, such requests may be granted, and his or her membership terminated.
 - c. Request to terminate membership will be granted after a majority vote by the Church membership.
 - d. Death. Upon the death of a member, his or her membership in this Church shall automatically cease.
2. Membership Review: The Church may periodically examine and update its membership roll according to Membership Review Policy, located in the Policy and Procedure Manual.
3. Disciplinary Action: The Church may terminate membership of a member after a recommendation from the Restoration Committee consistent with Article II, Section 4, via a vote of the Board of Directors and the Church membership via a vote of Church members.

Section 6. RESTORATION: Any person whose membership has been terminated for any offense may be restored by a majority vote of the Church membership upon evidence of his or her repentance and reformation.

Section 7. VOTING: Members of the church are eligible to vote on Church business matters, as defined in Article III, Section 4 of these Bylaws.

Article III. Meetings of the Membership.

Section 1. WORSHIP:

1. Public worship services shall be held at stated times on each Sunday and other times as may be scheduled and publicized appropriately.
2. The Lord's Supper and any special services for worship and teaching shall be observed at such time as scheduled by the Senior Pastor.

Section 2. BUSINESS MEETINGS OF MEMBERSHIP:

1. The Annual Meeting of the membership of the Church-for election of Deacons, committee members, and for such other business as may properly come before the meeting, shall be held in October at one or more of the campuses of the Church at a time set by the Senior Pastor, staff, or Board of Deacons.
2. Regular business meetings of the Church shall be held quarterly at one or more of the campuses of the Church. At any regular meeting of the Church, the Senior Pastor or a majority of the Board of Deacons may call for a business conference to act upon matters of business.
3. Special business meetings may be called by the Senior Pastor or when requested by a majority of the Board of Deacons, or upon the presentation of a written petition setting forth the object of the proposed meeting signed by at least 10% of the active members of the Church.
4. Notice of meetings of the Church shall include an agenda and if voting is to take place, final recommendations to be voted upon by the Church. All business meetings of the Church will be scheduled to maximize congregational participation while ensuring the integrity of the vote. All business meetings of the church, including the annual meeting, regular meetings, and special-called meetings, will require a minimum of a 7-calendar-day written notice to the Church membership (including electronic written notice) in advance of the meeting date,-except for the following actions, which will require additional notice:
 - a. Approval of budget – minimum of 14 calendar day notice.
 - b. Revision/approval/repeal of Bylaws or Constitution – minimum of 30 calendar day notice.
 - c. Call of Senior Pastor – minimum of 30 calendar day notice.
5. The President or his appointed Moderator shall call the meeting to order and preside over all business meetings.

Section 3. QUORUM: Unless otherwise stated in these Bylaws, five percent of the active Church membership shall constitute a quorum for the establishment of a business meeting and the conduct of any action at a meeting. Attendance at meetings shall be documented to ensure a quorum has been met. Meeting attendance will be kept on file.

Section 4. VOTING: All members of the Church-are considered eligible to vote on Church business matters. The following voting mechanisms and approval thresholds shall be used during Church business meetings:

1. General – Budget approval and all other matters to be voted upon by the membership, unless a different voting threshold is specified below or elsewhere in these Bylaws – show of hands, majority approval.

2. Bylaws revision/approval/repeal – secret ballot, two-thirds (2/3) approval.
3. Constitution revision/approval/repeal – secret ballot, two-thirds (2/3) approval.
4. Call/Termination of Senior Pastor – secret ballot, two-thirds (2/3) approval.
5. Ordination/License to Preach – show of hands, two-thirds (2/3) approval.
6. Spending of Unbudgeted, Unrestricted Church Funds – Approval for spending of unbudgeted, unrestricted Church funds (excluding Calvary Day School) will be governed by the threshold limits set forth below. Spending approval for lesser amounts than these thresholds will follow the policy thresholds set for governing committees that include the Finance Committee and the Deacon Board. The sum of these amounts is not to exceed a \$250,000 cap within the annual budget year without Deacon and Church approval.

Unbudgeted expenditures are defined as expenditures exceeding major line item departmental budgeted amounts as approved within the annual budget presented and approved by church vote.

- A. Approval for any single expenditure of unbudgeted, unrestricted church funds greater than \$100,000 – show of hands, majority approval.
- B. Approval for exceeding the cumulative annual cap of \$250,000 set forth above – show of hands, majority approval.
- C. Approval for spending for an unbudgeted project over one hundred thousand dollars (\$100,000) that will occur over multiple fiscal years or will require external long-term financing—secret ballot, two-thirds (2/3) approval.
- D. All other voting items – show of hands, majority approval unless otherwise specified by the Board of Directors.

Article IV. Deacons

Section 1. All references to Deacons in this document are to the Active Deacons as elected by the Church. The Deacons shall serve as the Board of Directors for the Church and be nominated by the Church, reviewed by a sub-committee of the Deacons, approved by the Deacons, and elected by the membership. The number of Deacons of this Church shall be fixed at no fewer than seven nor more than forty-five, as provided in Article IV, Section 4.1. The terms “Board of Directors” and “Board of Deacons” are used interchangeably herein.

Section 2. To qualify as a Deacon, a man must:

1. be a member of the Church, consistent with Article II., and
2. meet the qualifications for the office as set forth in I Timothy 3:8—12. Deacons must:
 - a. Be dignified
 - b. Not be double-tongued
 - c. Not be addicted to much wine
 - d. Not be greedy for dishonest gain

- e. Hold the mystery of the faith with a clear conscience
- f. Be tested and shown to be above reproach
- g. Be husbands of one wife, managing their children and their households well

Section 3. Vacancies among the Deacons may be filled at the next meeting of the membership or at a special meeting of the membership called for that purpose.

Section 4. Deacons shall serve for three years or a lesser term if elected to fill an unexpired term and until their respective successors are elected.

1. There may be seven Deacons for the first 300 resident members that are on the Church roll and one additional Deacon for each additional 100 active members, not to exceed a total of 45 Deacons.
2. Deacons may be re-elected for a new term after a lapse of at least one year after the expiration of the previous term.
3. Duties: They are to:
 - a. Be zealous to guard the unity of the Church.
 - b. Serve as a counsel of advice and conference with the Senior Pastor and pastoral staff in matters pertaining to the welfare and work of the Church and the extension and growth of the Church.
 - c. Assist the Senior Pastor in the oversight of the Church, especially in the physical needs and the moral and spiritual problems of the members.
 - d. Together with the Senior Pastor, shall be free to call upon any member to aid in disciplinary action.
 - e. With pastoral staff assistance, arrange for temporary pastoral leadership when the Church is without a Senior Pastor, unless the Church shall direct otherwise.
 - f. Oversee the business affairs of the Church with the Senior Pastor, subject to the approval of the membership of the Church.
 - g. Meet monthly as needed, but no less than nine times per year, to consider, with the Senior Pastor, spiritual concerns, committee recommendations, and general policies of the Church. Other pastoral staff members may attend and participate in the meetings as appropriate.
 - h. Faithfully pray for the Church, its pastors, its Deacons, its staff, and its members.
 - i. By the power of the Holy Spirit, seek to live respectable lives as described in 1 Corinthians 10:23-33, not being a stumbling block and living lives that align with the pattern of Scripture.
 - j. Uphold and ensure adherence to these Bylaws and the Constitution.

Section 5. Deacons shall select their own officers as they see fit, including, but not limited to, a chairman, vice-chairman, secretary, and assistant secretaries.

Section 6. The Deacons may establish an executive committee. Unless otherwise specifically authorized by the Deacons, this executive committee would have no authorizing power, but would exist to maintain continuity between ministry areas and review business needs that occur between scheduled Deacons' meetings. This executive committee, if established, should consist of the Deacon officers and 2 at-large members selected by the Deacons via a majority vote.

Section 7. Meetings of the Deacons shall be held at one of the campuses of the Church or at such other place within this state as may lawfully be designated if the meeting is called by special notice.

Section 8. Three days' notice shall be given for the regular or annual meeting(s) of Deacons. Three days' notice shall be given to the Active Deacons for special meetings, but notice of any regular or special meeting may be waived by the Deacons. Service of any notice is sufficient if it is given personally by email, by confirmed facsimile transmission, or by being placed in the mail within the time required to the last known post office address of said Deacons.

Section 9. A majority of the number of Deacons shall constitute a quorum at any meeting of the Deacons for the establishment of a business meeting and the conduct of any action at a meeting.

Section 10. Conducting meetings/business virtually: Business may be conducted if Deacons are either physically or virtually (teleconference, videoconference) present, provided that all meeting attendees can hear the meeting content and interact with each other in real-time. Deacons who are present via either teleconference or videoconference count toward the quorum for a Deacons' meeting.

Section 11. Removal of active deacons: If an active deacon is not meeting the qualifications and duties as described in this Article, Sections 2 and 4.3. above, that Deacon may be removed from active status after a meeting with the Chairman of the Deacons and/or Senior Pastor, by virtue of a two-thirds (2/3) vote of Active Deacons.

Article V. Corporate Officers

Section 1. The Senior Pastor shall serve as President of the Church. The Chairman of the Deacons shall serve as Vice President of the Church. The Secretary of the Deacons shall serve as Secretary of the Church. The Chairperson of the Finance Committee shall serve as the Church Treasurer. Except for the President, who serves an indefinite term so long as he holds the position of Senior Pastor for the Church, Officers each serve for a term of one year and can serve successive terms. No person may hold the offices of President and Vice President simultaneously. All officers shall be members of this Church. In the event of death, incapacity, or disability of an officer, a meeting of the Board of Directors may be called to elect a replacement for the remainder of the term.

Section 2. The President shall have general supervisory control of and over the affairs and activities of the Church.

Section 3. In the event that the President resigns or is terminated, the Vice President shall perform the officer duties of the President on a temporary basis until a new President can be elected, either on an interim or full-time basis. Subject to the provisions, including Article IV, Section 4.3.e., if the President is temporarily unable to perform his duties, the Vice President shall perform the officer duties of the President on a temporary basis until the President is able to resume his duties.

Section 4. The Secretary or his designee shall have the custody of the seal, the minute book, corporate charter and such other books and papers as may from time to time be turned over to him by the President. He shall ensure distribution of the requisite notice of meetings of the membership and Deacons, shall record the proceedings of such meetings, and shall have such other powers and perform such other duties as shall at any time be required of him by the Deacons, or which shall be required of him by the general corporate laws of the State of North Carolina. The Secretary shall have oversight of and coordinate with the business office for keeping a register of the names of the members, with dates of their admission, dismissal, or death, together with a record of baptisms. There will be an Assistant Secretary(ies) to assist the Secretary. The Assistant Secretaries shall perform the duties of the Secretary in the absence of the Secretary. The Assistant Secretaries will be responsible for reading, understanding, and ensuring adherence to the Bylaws during meetings of the Church and Board of Directors.

Section 5. TREASURER:

1. The Chairperson of the Finance Committee shall serve as the Church Treasurer. It shall be the Treasurer's responsibility, along with the President and other designated member(s) of Church staff, to oversee and coordinate the financial responsibilities of the Business Administrator, who shall serve as an Assistant Treasurer. It shall be the responsibility of the Business Administrator to receive, preserve, and pay out all monies, keeping at all times an itemized account of all receipts and disbursements. Payment of all bills shall be made as promptly as possible. All specifically designated funds received for denominational and other causes shall be disbursed in a timely manner, subject to the approval of the President after receipt of the same. It shall be the duty of the Business Administrator to cause to render to the Board of Directors an account of all receipts and disbursements each month, and a summary without personal and sensitive information shall be made available to the members in printed form. The Business Administrator shall render statements of the affairs of the Church as required by the President or the Board of Directors, in addition to monthly and annual reports. All books, records, and accounts shall be considered property of the Church, and any such records maintained by the Treasurer or Business Administrator shall be returned to the Church upon request or change in role.
2. Assistant Treasurers, in the absence of the Treasurer, shall assume all his duties and obligations. In addition to the Treasurer, Assistant Treasurers shall have the authority to sign checks on behalf of the Church.

3. The Business Administrator or his designee shall attribute each identifiable donor individual credit for their donation and shall also be responsible for preparing and communicating statements to all identifiable contributing members.
4. The Business Administrator shall have charge of the securities and funds of the Church and shall keep and deposit the same as required by the Finance Committee and Board of Directors. The Business Administrator is specifically charged with the duty of seeing that adequate insurance against fire, liability, or all damage or loss is carried by this Church, subject to the review and approval of the President.
5. The Business Administrator shall oversee the investment of any church funds subject to the Investment Policy, located in the Policy and Procedures Manual and approved by the Finance Committee.

Article VI. Employment and Compensation of Staff

Section 1. Qualifications to serve on Pastoral Staff: To qualify as a Pastor for this Church, a man must meet the qualifications of the office as set forth in 1 Timothy 3:1-7 and Titus 1:5-9. Pastors must:

1. Be above reproach
2. Be the husband of one wife
3. Be sober-minded
4. Be self-controlled
5. Be respectable
6. Be hospitable
7. Be able to teach
8. Not be a drunkard
9. Not be violent, but instead be gentle
10. Not be quarrelsome
11. Not be a lover of money
12. Manage his own household well
13. With all dignity, keep his children submissive
14. Not be a recent convert
15. Be well thought of by outsiders, so that he may not fall into disgrace
16. Not be arrogant
17. Not be quick-tempered
18. Be a lover of good
19. Hold firmly to the trustworthy word as taught
20. Give instruction in sound doctrine
21. Rebuke those who contradict sound doctrine

Section 2. SENIOR PASTOR:

1. His call and duties: A Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. His election shall take place at a meeting called for that purpose, of which at least thirty calendar days public notice shall be given. A representative Pastoral Search Committee shall be nominated by the Deacons for election by the church to seek out a suitable Senior Pastor in accordance with the Personnel Policy, and the Pastoral

Search Committee's recommendation shall constitute a nomination, although any member has a right to make nominations. The Church shall consider one nomination for Senior Pastor at a time. The Senior Pastor, in conjunction with the Deacons, shall have charge of all welfare and oversight of the Church.

2. It shall be the responsibility of the Senior Pastor in counsel with the Deacons and Pastoral Staff, to see that the pulpit is filled in an extended absence.

Section 3. ADDITIONAL PASTORAL STAFF

1. Additional pastoral staff positions may be required to be added, modified, or terminated over time. Any addition or termination of a budgeted pastoral staff position other than the Senior Pastor must be recommended to and approved by a 2/3 majority of the Board of Deacons prior to the call/termination of any candidate/pastoral staff member.
2. Call: Associate Pastors shall be extended an indefinite call by vote of the Church in conference upon recommendation by the Senior Pastor to the Personnel Committee with the approval of the Deacons, according to the Personnel Policy
3. Duties: Their duties and ministries shall be to actively support and promote the entire ministry and educational programs of the Church and its auxiliary organizations under the direction of and in association with the Senior Pastor.

Section 4. OTHER EMPLOYEES AND STAFF MEMBERS: Other than employees of Calvary Day School, all other employees and staff members, regular and part-time, may be employed upon the recommendation of a designated staff administrator and reported to the Personnel Committee according to Personnel Policy.

Employees of Calvary Day School, other than the Headmaster, who is also considered an employee of the Church, may be employed pursuant to the Day School Policy and Procedure.

Section 5. COMPENSATION: All compensation upon entering and exiting the organization, and upon annual performance review, for all pastors and church staff members, will be recommended and approved in accordance with the Personnel Policy. All compensation of Calvary Day School employees will be reviewed and approved pursuant to the Day School Policy and Procedure.

Article VII. Committees and Ministry Teams of the Church

Section 1. The Senior Pastor is a non-voting member of all organizations, committees, and teams of this Church, and his leadership is recognized in them all.

Section 2. The Chairman of the Deacons is a non-voting member of all required church committees, and he will be responsible for providing copies of pertinent meeting minutes from the required committees to the Deacons upon request.

Section 3. Committees and ministry teams may elect their own officers. Bible Fellowship Teachers must be active members of this Church and elected annually by the Church.

Section 4.

1. The following committees are required Church committees and are nominated by the Board of Deacons and approved by the Church:
 - a. Church Nominating Committee (no less than 5 committee members)
 - b. Finance Committee (no less than 9 committee members)
 - c. Personnel Committee (no less than 6 committee members)
 - d. Day School Committee (no less than 6 committee members and no more than 18 committee members)
 - e. Missions Committee (no less than 9 committee members)
2. The Education Nominating Committee is a required committee whose committee membership consists of the Senior Pastor or his designee as chairperson, and all Educational Division staff leaders and appropriate representation from Bible Fellowship lay leadership. This committee does not require nomination and approval by the Board of Deacons or the Church.

Duties and membership needs of each required committee are located in the Policy and Procedures Manual, under the section "Required Committees."

1. Members of required Church committees will meet the following qualifications:
 - a. be a member of the Church, consistent with Article II.
 - b. be in general support of the Senior Pastor and the direction of the ministry of the Church.
2. No person may serve as a chairperson of any of 2 of the required committees, or any 1 required committee, and the chairman of the Board of Deacons during the same period.
3. All Church committees, with the exception of the Day School Committee, Restoration Committee, and Pastoral Search Committee, shall be elected for staggered terms of one to three years, with approximately one-third (1/3) of the members being elected each year. No member shall be elected for a term that would result in their serving more than three successive years. Members may be re-elected after a lapse of one year.
4. The Day School Committee shall be elected for staggered terms of one to three years, with one-third (1/3) of the members being selected each year. Day School Committee members may be allowed to serve a second consecutive term immediately following their first term. No member shall be elected for a term that would result in their serving more than six (6) successive years.
5. All required Church committees shall be required to record and archive minutes of committee meetings.
6. All committee expenditures shall be in accordance with the annual church budget and subject to review and approval of the Finance Committee, Board of Directors, and the President.

7. In the event of a resignation or removal of a committee member from a required committee such that the members of the committee would be fewer than the minimum number of members, the Chairman of the Deacons will appoint an active Deacon to serve on a temporary basis on said committee until such time that a permanent replacement can be nominated by the Deacons and elected by the Church.

Section 5. OTHER COMMITTEES AND MINISTRY TEAMS: The Church may elect other committees and ministry teams as it deems necessary to properly carry on the work of the Church at the recommendation of the Senior Pastor and the Church Nominating Committee (Committees/Ministry Teams). After consultation and approval by the Deacons, the Church Nominating Committee will recommend committee/ministry team members to be nominated by the Deacons and approved by the Church.

Section 6. The membership of the Church shall be provided annually with a list of current committees and their members. Any additions or removals to the current committees and committee members will be provided to the Church when those changes are made.

Section 7. All committee members shall begin their terms in January after their election at the annual church conference.

Article VIII. Finance

Section 1. PREPARATION OF THE BUDGET: The Business Administrator, after consulting with the Finance Committee, the Senior Pastor, Deacons, and other responsible leaders of the various church organizations and ministries, shall prepare an annual budget of the Church which shall include provision for all proposed expenditures. The budget shall provide a breakdown of proposed expenditures and the amount needed for each organization, ministry, and committee. The budget shall be provided at a minimum in the format of a Statement of Activities, provided in accordance with Generally Accepted Accounting Principles. Any member of the Board of Directors retains the right to receive a more detailed breakdown of expenditures as needed.

Section 2. BUDGET YEAR: The Church financial year shall be a fiscal year from August 1 through July 31 of the next year.

Section 3. BUDGET PRESENTATION: The Business Administrator or his designee shall present the proposed annual budget to the Finance Committee and the Deacons for their approval, after which the annual budget shall be presented to the Church at a called meeting for that purpose, announced at least 14 calendar days in advance. Copies of the proposed budget shall be made available to the membership of the Church for consideration at least 14 calendar days prior to the date of the meeting for its consideration.

Section 4. Receipts from all sources shall be recorded in the general ledger and properly accounted for, with any donor restrictions identified and honored.

Section 5. All deeds, mortgages, deeds of trust, notes, bonds, and other evidences of indebtedness shall be signed by the President or Vice President and by the Treasurer or Assistant Treasurer and the Secretary or Assistant Secretary. All checks less than five thousand dollars (\$5,000) may be signed by an employee of the Business and Financial Administration Office. All checks five thousand dollars (\$5,000) or greater must be signed by an employee of the Business and Financial Administration Office and countersigned by the Treasurer or Assistant Treasurer. All other contracts and agreements of the Church shall be signed by such officer or employee as shall be authorized to sign by appropriate resolution of the Board of Directors.

Section 6. The Business Administrator may approve unbudgeted leases for equipment with a purchase value up to \$25,000 and report such leases to the Finance Committee and the Deacons at the next Deacons meeting. All unbudgeted leases above \$25,000 must be approved by the Finance Committee, the Deacons, and the Church.

Section 7. The Board of Directors, in concert with the Finance Committee, shall designate one or more banks as depositories of the funds of this Church. Neither the Treasurer nor his fidelity bond shall be responsible for the loss of any funds of the Church occasioned by the loss on any Church funds on deposit with a bank duly designated as depository for the Church.

Section 8. Notwithstanding the foregoing provisions contained in Sections 1, 2, and 3 above, and in accordance with the stated bylaws, the Board of Directors may from time to time specifically authorize the execution of notes, agreements, and the like, and the signing of checks or certain designated checks by other officers or employees of this Church; and such instruments, signed in accordance with appropriate resolution of the Board of Directors, shall be in all respects binding upon the Church.

Section 9. The Business Administrator shall prepare the year-end financial statement at the close of each fiscal year and shall work with the independent audit firm to have such financials audited. The Business Administrator shall present such financials to the Finance Committee, Board of Directors, and membership of the Church after completion of the audit and shall furnish unaudited financials at such other times as requested by the Finance Committee or Board of Directors.

Article IX. Ordination, Licensing, and Educational Recommendations

Section 1. In the event a member of this Church expresses a desire to become a candidate for ordination to the Gospel ministry, the Senior Pastor will bring that personal request or a request from a sister church to the Deacons. If the Deacons express their approval, the Deacons will vote to convene an ordination council to examine the candidate at a mutually agreed-upon date, and, in a customary manner among churches of like faith and order. If the ordination council recommends with a unanimous report, the ordaining of the applicant, the report shall then be given to the Church, and upon approval by a vote of

at least two-thirds (2/3) by show of hands of the members present at any regularly scheduled service, the Church shall proceed with the ordination.

Section 2. In the event a member of this Church requests the Church to grant him a license to preach and has publicly indicated his call to preach, he may first be required to submit to an examination by the Senior Pastor and the Deacons, or to the Senior Pastor and a committee especially appointed for that purpose by the Deacons. The purpose of this examination is to determine the applicant's call and fitness to preach under a license of this Church. The Deacons, however, may also accept the recommendation of the pastoral staff to proceed with the licensing of the candidate. Upon recommendation of the Senior Pastor and Deacons, and upon

approval by a vote of at least two-thirds (2/3) by a show of hands of the members present at any regular business meeting of the church, said member may be licensed to preach.

Section 3. In the event a member of this Church senses God's call to ministry and desires to prepare in an educational institution requiring Church recommendation, the Senior Pastor may recommend to the Deacons the approval of this member for the educational institution on behalf of the Church. The action by the Deacons on the recommendation shall be reported at the next quarterly church business conference.

Article X. Miscellaneous

Section 1. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with the Constitution, Bylaws, or and any special rules of order.

Section 2. Indemnification: The Church shall have the power to indemnify any present or former Deacon, officer, employee or agent or any person who has served or is serving in such capacity at the request of the Church with respect to any liability or litigation expense, including reasonable attorney's fees, incurred by any such person to the extent and upon the terms and conditions provided by law. To the extent provided by law, the Church shall indemnify any and all of its officers, Board of Deacons, pastoral staff, and member of required committees against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities (excluding, however, liability or litigation expense which any of the foregoing may incur on account of activities which were at the time taken known or believed to be clearly in conflict with the best interests of the Church), and said officers and directors shall be entitled to recover from the Church, and the Church shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted herein.

Section 3. The corporate seal of the Church shall have inscribed thereon the name of the Church, with abbreviation "Inc." and the word "Seal," as shown on the margin of this article. The seal may be used by causing it to be impressed or affixed to the subject

document. The seal of this Church shall be in the custody of the Secretary or his designee, who shall affix it to all instruments or documents requiring the seal of this Church.

Section 4. Audits/Accreditations: This Church is committed to operating with financial integrity and will seek to follow best practices as outlined by experts in the field, such as the Evangelical Council for Financial Accountability (ECFA). Financial audits/reviews of the Church's finances will be conducted annually by a CPA firm, with a summary, including any important findings, communicated to the Finance Committee and Board of Directors.

Section 5. These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of the members present and voting at any regular business meeting of the Church: provided, however, that such amendment, alteration, or repeal must be given to the Secretary in writing; and its proposed change shall be presented to the Church at least thirty (30) days prior to the time the vote is taken. These bylaws shall be reviewed at least every 3 years by the Board of Deacons or a committee appointed by the Board of Deacons. Upon review, the Board of Deacons shall affirm the bylaws as written or recommend changes to the Church for consideration as prescribed herein.

Section 6. The Articles of Incorporation shall be reviewed in accordance with state laws. Routine updates to the Articles (e.g., updates of officers on an annual basis) will be filed with state authorities as required by law and reported to the Board of Deacons as an informational item. Substantive changes (i.e., change in tax-exempt status, change in organizational purpose) must be recommended by the Board of Deacons and approved by a two-thirds (2/3) vote of the Church membership present prior to filing with state authorities.

Section 7. The Policies and Procedures of this Church will be reviewed by the Board of Directors at least every five years or as needed based on procedural changes, with the exception of the Day School Policy and Procedure, which is reviewed and approved by the Day School Committee and will be reported as informational to the Board of Directors. All changes to the Policy and Procedures shall be approved by the Board of Directors. All Church Policies and Procedures will be available as information for the Church membership.

APPROVED 5/4/25