

**Bible Baptist Church of Gulfport
Amended and Restated Bylaws**

These Bylaws govern the affairs of Bible Baptist Church of Gulfport, a Mississippi nonprofit corporation (the "Church"). The Church is organized under the Mississippi Business Corporations Act, as amended (the "Code").

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this religious nonprofit organization is Bible Baptist Church of Gulfport (the "Church"). The principal office of the Church is located at Gulfport, Harrison County, Mississippi. The Board of Deacons (board of directors) of the Church shall have full power and authority to change any office from one location to another, either in Mississippi or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in the State of Mississippi. The Board of Deacons may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2
STATEMENT OF FAITH**

2.01 What We Believe.

(a) *The Trinity.* It is the testimony of both Testaments and of the Christian Church that God is both One and Triune. The Biblical revelation testifies that there is only one (1) God, and that He is eternally existent in three (3) Persons: Father; Son; and Holy Spirit:

(1) God the Father. God the Father is the Creator and sustainer of all things, who created the universe in love to respond to Himself. He created man in His own image for fellowship, and calls man back to Himself through Christ after the rebellion and fall of man.

(2) God the Son. Jesus Christ is eternally God. He was together with the Father and the Holy Spirit from the beginning, and through him all things were made. For man's redemption He left Heaven and became incarnate by the Holy Spirit of the Virgin Mary.

(3) God the Holy Spirit. The Holy Spirit is God, the Lord and giver of life, who was active in the Old Testament, and given to the Church in fullness at Pentecost. He empowers the saints for service and witness, cleanses man from the old nature, and conforms us to the image of Christ. The baptism of the Holy Spirit, subsequent to conversion, releases the fullness of the Spirit and is evidenced by tongues, joy, praise, and other inward and outward manifestations and gifts.

(b) *The Scripture.* We affirm that the Bible containing the Old and New Testaments is alone the only infallible inspired Word of God, and that its authority is ultimate and final and eternal. It cannot be added to, subtracted from, or superseded in any regard. The Bible is the source of all doctrine, instruction, correction and reproof. It contains all that is needed for guidance in godliness and practical Christian conduct.

(c) *The Atonement.* Christ's vicarious death on the cross paid the penalty for the sins of the whole world, but its benefits are only applicable to those who receive Jesus as their personal Savior. Healing of the body, soul, and spirit is provided for in the atonement as well as all of God's provision for His saints, but these must be appropriated.

(d) *Salvation.* The Word of God declares clearly that salvation is a free gift of God, based on the merits of the death of His Son, and is appropriated by faith. Salvation is affected by personal repentance, belief on the Lord Jesus (justification), and personal acceptance of Him into one's life as Lord and Savior (regeneration). The new life in Christ includes the privileges of adoption and inheritance in the Kingdom of God's beloved Son. Salvation is an act of free will in response to God's personal love for mankind. It is predestined only in the sense that God, through His omniscience, foreknew those who would choose Him. It is secure in the eternal unchanging commitment of God, who does not lie and is forever the same. Salvation should produce an active lifestyle of loving obedience and service to Jesus Christ our Savior.

(e) *The Christian Life.* We believe that the Scriptures portray the life of the saint in this world to be one of balance between what is imputed to us as Christians and what is imparted to us according to our faith and maturity. Hence God's provision for His children is total, and the promises are final and are forever. The shortcomings of the individual and of the Church are because of the still progressing sanctification of the saints. The Christian life is filled with trials, tests, and warfare against a spiritual enemy. For those abiding in Christ until their death or His return, the promises of eternal blessing in the presence of God are assured. To remain faithful through all circumstances of life, it requires dependence upon the Holy Spirit and a willingness to die to personal desires and passions.

(f) *The Church.*

(1) The goal of the Church is to make disciples of all nations and to present the saints complete in Christ.

(2) The Church is governed by the five-fold Church of Ephesians 4, the offices of Pastor and Deacon, as well as other offices mentioned in Scripture.

(3) Church policy is a balance between congregation, Pastoral, and Deacon authority, emphasizing the final authority of Church leadership.

(4) It is essential to the life of the Church that scriptural patterns of discipline be practiced and that oversight for Church discipline, individual and corporate, be exercised by Church leadership.

(g) *Baptism and the Lord's Supper.* The Word of God enjoins on the Church two (2) perpetual ordinances of the Lord Jesus Christ. The first, baptism, is the outward sign of what God has already done in the individual's life, and is a testimony to all that the person belongs now to Jesus. Baptism allows believers to identify with Jesus and is performed in the name of the Father, the Son, and the Holy Spirit. Second, the Lord's Supper is a commemoration of the death of our Lord and is done in remembrance of Him until He comes again, and it is a sign of our participation in Him. Both institutions are restricted to those who are believers.

(h) *Eschatology.* We affirm the bodily, personal, second coming of the Lord Jesus Christ, the resurrection of the saints, the Millennium, and the final judgment. The final judgment will determine the eternal status of both the saints and the unbelievers, determined by their relationship to Jesus Christ. We affirm with the Bible the final state of the New Heavens and New Earth.

2.02 Statement of Marriage. We believe that because God our Creator established marriage as a sacred institution between one (1) man and one (1) woman, the idea that marriage is a covenant only between one (1) man and one (1) woman has been the traditional definition of marriage for all human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one (1) man and one (1) woman, as clearly conveyed in God's inerrant Scriptures, including for example, Matthew 19:4-6, where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female," the Church hereby creates this policy, which shall be known as the "Marriage Policy."

Under this Church's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No Trustee, Deacon, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church's Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

This Church's Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Church's Marriage Policy is based upon God's will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through: popular vote; referendum; prevailing opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

2.03 Common Law Marriage Policy. In no case shall persons be accepted into Church membership and/or Church employment that are known to be living in: (i) a common-law state of matrimony; or (ii) a manner inconsistent with the Church's teaching on marriage or sexuality pursuant to Article 2.02 of these Bylaws.

2.04 Sexuality Policy. Sexuality and the divinely prescribed boundary for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one (1) man with one (1) woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. *See 1 Cor. 6:18; 1 Thess. 4:3; Rom. 1:26-27; Prov. 5:3-5, 8-13; 7:21-27; Gal. 5:19; Exodus 20:14; Deut. 5:18; Matt. 5:27; 19:18; Luke 18:20; Rom. 13:9; James 2:11; Lev. 20:10-21; 1 Cor. 10:8; and 6:18; Jude 7.* Furthermore, the Church believes that sexuality is assigned by God at birth, whatever that may be, and the Holy Scripture does not permit an individual to alter their sexual identity physically or otherwise. *See Deut. 23:1.*

2.05 Bathroom Policy. Consistent with the Church's sincerely held religious beliefs, gender specific bathroom facilities may only be utilized consistent with gender assigned at birth and not gender identity or expression. Optional family (non-gender specific) bathrooms may also be made available.

2.06 Child Dedication Policy. The Church believes that children are a gift from the Lord and desire to affirm the dedication of a child to the Lord, recognizing that dedication does not offer salvation but only serves as a reminder that all good gifts come from the Father of Heavenly lights. *See Psalm 127:3; James 1:17.*

The Church reserves the right to dedicate children in the most God-honoring manner that, in its discretion and understanding of Biblical principles and methodology, the Church determines is best.

**ARTICLE 3
AUTONOMY OF CHURCH**

The Church is autonomous and maintains the right to govern its own affairs. Recognizing, however, the benefits of cooperation with other churches in local, national, and world missions and otherwise, this Church may voluntarily affiliate with any churches of like precious faith.

**ARTICLE 4
PURPOSES**

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986"). Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Church and the common religious doctrines, principles, disciplines, and practices of the members of its Church of churches.

(b) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location through the Church's combined or separate formation of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(c) To ordain, train, license, and employ Christian ministers of the Gospel, and others, to conduct and carry on: divine services at the places of worship of: the Church; the member churches of the Church's Church of churches; and elsewhere.

(d) To collect and disburse all necessary funds for the maintenance of said Church and the accomplishment of its purposes within the State of Mississippi and elsewhere.

(e) To make distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**ARTICLE 5
POWERS AND RESTRICTIONS**

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

(a) The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in this Certificate. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

ARTICLE 6 MEMBERSHIP

6.01 Membership. The Church shall have members.

Section 1

Membership in this church may be acquired in the following manner:

A. Baptism - Any person who evidences a change of attitude toward God, and by faith in Jesus as the Son of God who died and shed His blood on the cross to atone for his sins, and accepts Him as his own Saviour, and with all his heart is willing to obey Him and His work, may by vote of the church and by baptism, be received into membership.

B. Letter - Any person to whom the ordinance of baptism by immersion has been administered by authority of an orthodox Baptist Church, may by a satisfactory statement of faith and letter of recommendation from a sister Baptist Church be received into membership upon the vote of this Church.

C. Experience (Statement) - Any person, to whom the ordinance of baptism by immersion has been administered by authority of an orthodox Baptist Church, and satisfactory statement of faith in Christ, may be received into membership upon the vote of the

church.

D. Restoration - Any person whom membership has been terminated, may upon public confession of his sins or errors, and six months attendance after said confession that reveals faithfulness in attendance, Christian spirit, and liberality in stewardship, call for a special meeting with the Pastor and Church Board, or Pastor and Discipline Committee, wherein it shall be frankly and fully discussed as to the individual's future intentions and relationship to the church. Should the results of said meeting be satisfactory, the Pastor may cause said party to be recommended to the church for membership and upon the vote of the church shall be received into membership. No restored member shall hold office for a period of six months following restoration.

E. No person shall be admitted to membership of this church to whom three members object, casting their votes in the negative. Such voters shall state their objection. If objections are not valid, said person may be again presented for membership.

Section 2

Membership in this church may be dissolved in the following ways:

1. Whereas the membership in the body is a privilege and not a right and carries with it specific responsibilities and moral obligations, the following provision shall be added to Article VII, Membership: The membership of an individual shall automatically terminate without notice if the member states that he or she is actively involved in any conduct described herein or files a lawsuit in violation of these by-laws.
2. Whereas the ministry is committed to preserve Scriptural morals in the face of outside societal influences seeking to degrade the Biblical family, pervert the moral values of our nation and intimidate God's people from speaking God's truth in love, the following paragraphs shall be added to Article VII, the ministry's **Statement of Faith**:
3. Death - At a regular business meeting, the church clerk shall be caused to indicate on the church roll that said member has deceased.
4. Letter of Dismissal to sister Baptist Churches.
5. By dropping from church roll - Members, who seem to manifest inconsistency in their Christian lives, indifference toward the life and work of the Church, or flagrant sin, shall be interviewed for the purpose of removing any weakness in their lives. It shall be within the providence of the Pastor or Discipline Committee to recommend that said person or persons be dropped from church roll.
6. Sexual Immorality:
 - a. We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bestiality, incest, fornication, adultery and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance. (Gen. 2:24; Gen. 19:5, 13; Gen. 26:8-9; Lev. 18:1-30; Rom. 1:26-29; I Cor. 5:1; 6:9; I Thess. 4:1-8; Heb. 13:4)
 - b. We believe that the only Scriptural marriage is the joining of one man and one woman. (Gen. 2:24; Rom. 7:2; I Cor. 7:10; Eph. 5:22-23)
7. Believing that the institution of marriage is a divine creation of God between a man and a woman only (Genesis 2:18-24) and believing the biblical principle that two cannot walk (live) together except they be in agreement (Amos 3:3), we therefore deem it imperative for couples desiring to be married under the auspices of Bible Baptist Church, 12200 Dedeaux Road, Gulfport, MS, that both persons must be active members in good standing of said church and in agreement with the church's biblical position on marriage.
8. Lawsuits Between Believers
We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal/church disputes. We believe the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (I Cor. 6:1-8; Eph. 4:31-32)

9. Delinquency - Any member who avoidable misses all services for a period of six months or who refuses to support the church in a financial way (see Church Covenant) during the Church year, shall be known as delinquent and the Church clerk shall automatically cause his/her name to be presented to the

Pastor and Church Board, having made investigation, and said condition not being correct, shall then without unnecessary delay, report such to the Church and recommend that such member be dropped from the active Church Roll and placed on an inactive roll. In no case shall such delinquency continue for more than two years, 1 John 2:19.

10. Participation in unauthorized meetings or secret meetings with members of the church shall be cause for automatic exclusion.

Section 3

1. General duties of the members of this church shall be to acquire Bible knowledge, to progress scripturally, put away questionable habits and to live a life that would honor the Lord Jesus Christ and strengthen His church.

It is the duty of members to cultivate brotherly love (John 13:35) for all the other members of the church and to show this love by using all proper measures to promote their spiritual benefits and prosperity.

2. It is the duty of the members to honor and highly esteem or regard their pastor (1 Thess. 5:12 -13); to pray for him (2 Thess. 3:1-2); to submit to him in the Scriptural exercise of his Holy Spirit-given authority (Acts 20:28; Heb. 13:7and Heb. 13:17); to guard his reputation; to contribute toward his support regularly according to their ability.
3. Toward those outside the membership is the duty of members to be exact in fulfilling obligations, keeping promises, and as opportunity enables to command the gospel of Christ to them.
4. It is the duty of members upon removing from the city, to unite with another church of like faith, practice, and requesting said church to send to the Bible Baptist Church for their letter of recommendation or dismissal. Should a non-resident member wish to continue his membership, he shall communicate and give a contribution at least once yearly to his church.

ARTICLE 7 BOARD OF DEACONS

7.01 Management.

The Board of Deacons shall oversee the vision and direction of the Church on a day in and day out basis through the Senior Pastor-President and his management of the staff. The term "Board of Deacons" shall mean board of directors as required by the Code.

7.02 Number of Deacons.

The powers of the Church shall be exercised by or under the authority of the Board of Deacons, and the property, business and affairs of the Church shall be managed under the direction of a board of not less than three (3) and not more than nine (9) Deacons, as may be determined by the Board of Deacons from time to time and as elected in accordance with these Bylaws. The decrease in the number of Deacons shall not have the effect of shortening the term of any incumbent Trustee.

7.03 Term of Deacons.

The Senior Pastor-President shall serve as a permanent member of the Board of Deacons and shall act as Chairman of the Board of Deacons and Senior Pastor-President of the Church. Deacons, other than the Senior Pastor-President, shall hold office for a period of one (1) year or until his successor is elected, appointed or designated herein, and may serve successive terms.

7.04 Qualification.

The Board of Deacons may be made up of Non-Staff Deacons.

Members of the Board of Deacons shall be men. who meet the scriptural qualifications outlined in I Timothy 3 and Titus 1. Deacons must be members of the Church and, Deacons must know and understand the Church's vision and be known within the Church's leadership prior to serving on the Board of Deacons.

7.05 Nomination and Election of Deacons.

The Senior Pastor-President shall nominate persons to serve on the Board of Deacons. A person who meets the qualification requirements to be a Trustee, as set forth in Article 7.04, and who has been duly nominated may be elected as a Trustee. Deacons shall be elected by the unanimous vote of the then-existing Board of Deacons at any regular or special meeting.

7.06 Vacancies.

Vacancies on the Board of Deacons shall exist upon: (a) the death, resignation, or removal of any Trustee; (b) an increase in the authorized number of Deacons; or (c) the failure of the Deacons to elect the full authorized number of Deacons to be voted for at any annual, regular, or special meeting of the Board of Deacons at which any Trustee is to be elected.

Any vacancy occurring in the Board of Deacons, and any Trustee position to be filled due to an increase in the number of Deacons, shall be filled by the Board of Deacons (subject, however, to the limitations set forth in the Code). A vacancy is filled by the unanimous vote of the remaining Deacons, even if it is less than a quorum of the Board of Deacons, or if it is a sole remaining Trustee. Vacancies reducing the number of Deacons to less than three (3) shall be filled before the transaction of any other business.

7.07 Meetings.

Any meeting of the Board of Deacons may be held either within or outside the State of Mississippi but shall be held at the Church's Pastors office in Gulfport, Harrison County, Mississippi if the notice thereof does not specify the location of the meeting. Any Trustee meeting may be held at any place consented to and in writing by all of the Deacons, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any Trustee meeting may be held by conference telephone or similar communication equipment, as long as all Deacons participating in the meeting can hear one another. All Deacons shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

(a) *Annual General Meeting.*

An annual general meeting of the Board of Deacons shall occur at least annually.

(b) *Regular Meeting.*

The Board of Deacons may provide for additional regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Deacons stating the time and place of such meetings.

(c) *Special Meetings.*

Special meetings of the Board of Deacons may be called by or at the request of the Chairman of the Board or the Senior Pastor-President.

(d) *Notice of Special Meetings.*

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

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

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

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

7.08 Action by Board of Deacons without a Meeting.

Any action required or permitted to be taken by the Board of Deacons may be taken without a meeting, and with the same force and effect as a unanimous vote of Deacons, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively and shall be filed with the minutes of the proceedings of the Church.

7.09 Quorum.

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

7.10 Conduct of Meetings.

At every meeting of the Board of Deacons, the Senior Pastor-President shall preside, and if not, the Senior Pastor-President shall appoint a Trustee to preside. The Secretary of the Church shall act as Secretary of the Board of Deacons. When the Secretary is absent from any meeting, the Senior Pastor-President, or the person presiding, may appoint any person to act as Secretary of the meeting.

7.11 Powers of Board of Deacons.

The Board of Deacons shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Code, the Certificate of Formation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Deacons. The Board of Deacons shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Deacons shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Deacons shall have the power to buy, sell, mortgage, pledge or encumber any Church property and incur related indebtedness.

7.12 Duties of Deacons.

Deacons shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church in conformity with the Code. In the discharge of any duty imposed or power conferred on Deacons, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal. A Trustee is not relying in good faith if the Trustee has knowledge concerning a matter in question that renders reliance unwarranted.

Deacons are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

7.13 Delegation of Duties.

The Board of Deacons is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other assets on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Deacons have no personal liability for actions taken or omitted by the advisor if the Board of Deacons acts in good faith and with ordinary care in selecting the advisor. The Board of Deacons may remove or replace the advisor, with or without cause.

7.14 Conflicts or Transactions with Deacons.

Pursuant to the Code and the Conflict of Interest Policy set forth in Article 15 below, a contract or transaction between the Church and a Trustee of the Church is not automatically void or voidable simply because the Trustee has a financial interest in the contract or transaction.

7.15 Actions of Board of Deacons.

The Board of Deacons shall try to act by consensus. However, the vote of a majority of Deacons present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Deacons unless the act of a greater number is required by law or the Bylaws. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Deacons.

7.16 Proxies.

Voting by proxy is prohibited.

7.17 No Compensation.

Deacons, including the Senior Pastor-President, shall not receive salaries or compensation for their services to the Board of Deacons. A Trustee may serve the Church in any other capacity, employment or otherwise, and receive reasonable compensation for those services.

7.18 Removal of Deacons other than the Senior Pastor-President.

The Board of Deacons may vote to remove a Trustee, other than the Senior Pastor-President, at any time, with or without cause. A meeting to consider the removal of a Trustee may be called and noticed following the procedures provided in these Bylaws and such notice shall also state that the issue triggering the possibility of removal shall be placed upon the agenda. Other than a situation where a staff-Trustee's employment is terminated as provided for in Article 7.04, an affirmative vote of the majority of the Board of Deacons to remove a Trustee shall constitute the Board of Trustee's decision of removal. The removal decision may be appealed by the Trustee whom was removed to the Apostolic Council (as further defined in Article 12.04 of these Bylaws) for its review, consideration, guidance and assistance in resolving the issue(s) leading up to the vote for removal. The decision of the Apostolic Council regarding the appeal of the vote of removal shall be final and binding on the Board of Deacons and the Trustee whom was removed from service. For provisions regarding removal of the Senior Pastor-President-Chief Executive Officer, see Article 9.04.

7.19 Resignation of Deacons.

A Trustee may resign at any time by giving written notice to the Board of Deacons or the Senior Pastor-President. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the written acceptance of such resignation shall not be necessary to make it effective.

7.20 Church Questions.

In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, the Board of Deacons shall decide such question by majority vote. The Board of Deacons may request the counsel and advice of the Church's Deacons on any Church question that may arise.

7.21 Church Disruptions.

Any person deemed by the Board of Deacons to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Trustee shall incur any liability for acting in good faith in the interests of the Church pursuant to this Article 7.21.

7.22 Deadlock.

In the case where the Board of Deacons shall, by reason of deadlock (whether because an even number of Deacons is seated on the Board of Deacons, or because certain Deacons are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Deacons, then, in such instance, the Board of Deacons will appeal to the Advisory Committee whose decision by majority vote will be binding.

7.23 Trustee Disputes.

In any dispute arising between members of the Board of Deacons, all parties involved agree to cooperate in good faith to resolve the dispute. An affirmative vote of the majority of the Board of Deacons shall decide the resolution of the dispute. The decision of the Board may be appealed by a Trustee to the Advisory Committee. The Chairman of the Advisory Committee shall coordinate the Council's involvement and input on the disputed matter. A decision by the Advisory Committee related to the disputed matter would be a binding decision upon the Board of Deacons.

ARTICLE 8 OFFICERS

8.01 Officer Positions. The officers of the Church shall be the President, Vice President, Secretary, and Treasurer. The Board of Deacons may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. None of the said officers need be a Trustee, and any two (2) of these offices may be combined, except for that of the President and Secretary.

8.02 Appointment and Term of Office. The Senior Pastor-President of the Church shall appoint the officers of the Church, and such officers shall hold office until they resign, are terminated, or upon death.

8.03 Senior Pastor-President. The Senior Pastor is the President and Chief Executive Officer of the Church and shall supervise and control all of the business and day-to-day affairs of the Church. The Senior Pastor-President is expressly authorized to do all things necessary and proper to fulfill his leadership position and to fulfill all duties incident to the office of President.

8.04 Vice President. The Senior Pastor-President shall appoint the Vice President of the Church. When the Senior Pastor-President is unable to act, refuses to act, or the office of President is vacant, the Vice President shall perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the Senior Pastor-President or Board of Deacons. Except as expressly authorized by the Board of Deacons, the Vice President shall have no authority to sign for or otherwise bind the Church.

8.05 Treasurer. The Senior Pastor-President shall appoint the Treasurer of the Church. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Deacons; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Senior Pastor-President or by the Board of Deacons; (h) if required by the Board of Deacons, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Deacons; and (i) perform all of the duties incident to the office of Treasurer.

8.06 Secretary. The Senior Pastor-President shall appoint the Secretary of the Church. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Deacons and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each Trustee, officer, and employee of the Church; (f) perform duties as assigned by the Senior Pastor-President or by the Board of Deacons; and (g) perform all duties incident to the office of Secretary.

8.07 Removal of Officers Other than the Senior Pastor-President. The officers of the Church, other than the Senior Pastor-President, may be removed, with or without cause, by the Senior Pastor-President or a two-thirds (2/3) majority vote of the Board of Deacons. For the removal of the Senior-Pastor President, see Article 9.04 of these Bylaws.

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

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

ARTICLE 9 SENIOR PASTOR

9.01 Selection of Senior Pastor. The Senior Pastor shall be elected by the unanimous vote of the Board of Trustees, and shall minister for the period of time specified in the contract of employment, if any, or until he resigns or is otherwise removed pursuant to Article 10.04. Any contract of employment shall be in writing, and shall be signed by the prospective Senior Pastor and by the Board of Trustees or an authorized representative of the Board of Trustees. The qualifications of the Senior Pastor shall be set by the Board of Trustees.

Section 2 - Pastor Call

Whenever it is necessary, by the death or resignation of the pastor, the church shall, WITHOUT DELAY, proceed to secure a new pastor in the following manner. A. The deacons and other men who have been members of the church more than one year and who are not related in any manner shall be known as the Pulpit Committee• . They will be entitled to the rights of such a committee either by previous appointment thereby and are therefore a Standing Pulpit Committee • at the time, or they may be elected by the church after said death or resignation of the pastor, providing no such committee exists at such time. If such election is needed, the church shall choose from among its male members the said office with a three-quarter-majority vote or more.

B. The Pulpit Committee shall meet and elect one of its members to contact and invite to the pulpit of the church some minister of good report who is in accordance with and meets the requirements of Article VIII, of Instrument No. IV, known as the Constitution and By-Laws. He shall be in accordance with Instrument II known as the Articles of Faith. An interview is recommended. No person shall be invited to the pulpit of the church without consent of a majority of the Pulpit Committee. Earnest prayer, seeking the will of our Lord, should be made preceding such an invitation.

C. It shall be announced in at least one regular public service previous to the taking of a ballot that the visiting minister is a candidate for the office of pastor of the church, and the time of voting shall be announced.

D. A three-fourths majority of members present and voting shall be necessary for the calling of a pastor.

9.02 Duties of Senior Pastor. The Senior Pastor of the Church shall serve as the President and Chief Executive Officer of the Church and the Chairman of the Board of Trustees. In addition to the Senior Pastor's duties as Chairman of the Board of Trustees, the Senior Pastor will serve as the primary teacher in weekend services, visionary leader for the congregation, and overseer of the paid Church staff. The Senior Pastor shall perform his duties as further outlined in his employment contract.

9.03 Resignation of the Senior Pastor-President. The Senior Pastor may resign at any time by giving written notice to the Board of Trustees. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the written acceptance of such resignation shall not be necessary to make it effective.

9.04 Removal of the Senior Pastor-President. Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, upon the recommendation of the Board of Oversight and by the affirmative vote of two-thirds (2/3) of the Board of Trustees, in accordance with Article 12.04 of these Bylaws. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: (a) falling into sinful and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible; (d) neglect of duties; (e) resignation; or (f) death or disability.

9.05 Selection and Duties of Paid Staff. The Senior Pastor shall be responsible for providing oversight and direction for the paid staff. It is the responsibility of the Senior Pastor or his designee to hire and dismiss all staff. The qualifications and duties of other pastors and staff members shall be defined by the Senior Pastor, under advisement by the Board of Trustees.

ARTICLE 10 ORDINATION OF MINISTERS

The Pastor shall have the right to ordain or license ministers under guidelines established by the Board of Deacons. The Pastor may empower the staff to review candidates for licensing to determine if the candidates meet the qualification for licensing. Individuals to be licensed or ordained, once reviewed, will be recommended to the Board of Deacons. The license or ordination of a minister may be revoked at will by the Pastor for any reason or for no reason.

ARTICLE 11
COMMITTEES AND ADVISORY TEAMS

11.01 Establishment of Committees.

The Board of Deacons may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any and all Committees and Advisory Teams shall conform to rules established by the Board of Deacons.

11.02 Delegation of Authority.

Each Committee shall consist of two or more persons. If the Board of Deacons establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Deacons, or Trustee, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Deacons shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No committee shall have the authority of the Board of Deacons to: (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (d) authorize the voluntary dissolution of the Corporation; (e) revoke proceedings for the voluntary dissolution of the Corporation; (f) adopt a plan for the distribution of the assets of the Corporation; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a committee or a Trustee or officer of the corporation; (f) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Article 15 of these Bylaws; or (g) take any action outside the scope of authority delegated to it by the Board of Deacons.

The Board of Deacons may designate various Committees or Advisory Teams not having or exercising the authority of the Board of Deacons. Such Advisory Teams shall only function in an advisory capacity to the Board of Deacons. The Senior Pastor-President shall serve as an ex officio member of all Committees or Advisory Teams, with the exception of the Independent Compensation Committee. The Board of Deacons shall define, by resolution, the scope of activities and the qualifications for membership on all Committees or Advisory Teams.

11.03 Independent Compensation Committee.

An Independent Compensation Committee shall be established by the Board of Deacons. The Independent Compensation Committee shall be comprised of at least two (2) independent members of the Advisory Committee; however, in the event the Advisory Committee is comprised entirely of independent individuals, then the entire Advisory Committee shall serve as the Independent Compensation Committee. An individual is considered to be "independent" if the individual does not have a conflict of interest that would otherwise disqualify them from serving on this Independent Compensation Committee. A conflict of interest arises when a person in a position of authority over the Church (such as a Trustee, Officer, or employee) and can benefit financially from a decision made in such a capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. The Independent Compensation Committee shall determine and approve, by a majority vote, the Senior Pastor-President's, his family members, and executive staff member's final total compensation amounts.

In determining compensation, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information to assist it in ensuring the amount of total compensation paid to each individual is reasonable and in compliance with current Internal Revenue Service guidelines for nonprofit organizations. The Senior Pastor-President shall not participate in the Independent Compensation Committee's final discussion and final formulation of or final vote

regarding his salary and benefits, or any family member's salary or benefits.

11.04 Advisory Committee.

(a) *Qualifications.* The Advisory Committee shall be comprised of a group of recognized spiritual leaders with a perspective of church that extends beyond the Church. They must agree to make themselves available at their own expense to serve the Church if requested by the Board of Deacons and must be willing to provide spiritual protection to the Church through prayer and by living an honorable Christian lifestyle. Their responsibilities are to provide spiritual oversight, give objective counsel on matters of governance, to provide the Board of Deacons with their recommendation regarding compensation for the Senior Pastor-President, his family members and executive employees in accordance with Article 12.03 of these Bylaws; to provide counsel on the discipline or removal of the Senior Pastor-President as provided for in Article 10.04 herein, and to resolve disputes that arise and cannot be resolved internally by the Board of Deacons.

(b) *Selection of Advisory Committee Members.* The Board of Deacons shall determine the size of the Advisory Committee. The individuals on the Advisory Committee are nominated by the Senior Pastor-President and approved by a vote of the Board of Deacons.

(c) *Termination of Advisory Committee and Removal of Members of Advisory Committee.* The Advisory Committee may not be dissolved. A member of the Advisory Committee may be removed by the affirmative vote of two-thirds (2/3) vote of the Board of Deacons; however, no member of the Advisory Committee may be removed or replaced during the pendency of an investigation or disciplinary proceeding involving the Senior Pastor-President.

(d) *Role of Advisory Committee in the Discipline and Removal of the President.* In instances in which there is a dispute or controversy involving the Senior Pastor-President that could reasonably result in a disciplinary action against the Senior Pastor-President, including but not limited to termination, the Board of Deacons shall immediately refer all such disputes or complaints to the Advisory Committee. The Advisory Committee shall have exclusive authority to investigate any such charges and to recommend disciplinary action to the Board of Deacons. The Board of Deacons shall consider such recommendation and take whatever action, which it believes based upon a two-thirds (2/3) vote, is appropriate under the circumstances up to and including removal of the Senior Pastor-President if justified according to the standards set forth under Article 10.04 of these Bylaws.

The Advisory Committee has no authority in the corporate or spiritual life of the Church unless contacted by the Board of Deacons, and then only insofar as permitted under these Bylaws.

The Advisory Committee may also investigate any other matters referred to it by the Board of Deacons, interview all appropriate witnesses or parties to a dispute, attempt to direct or foster a settlement of such disputes or controversies, and failing in that, make recommendations for further action by the Board of Deacons.

11.06 Term of Office.

Unless otherwise provided for herein, each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

11.07 Chair and Vice-Chair.

One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Senior Pastor-President of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

11.08 Notice of Meetings.

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

11.09 Quorum.

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

11.10 Actions of Committees.

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

ARTICLE 12 TRANSACTIONS OF THE CHURCH

12.01 Contracts and Legal Instruments. Subject to Article 15 of these Bylaws, the Board of Deacons may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

12.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Deacons selects.

12.03 Gifts. The Board of Deacons may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Deacons may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Church's federal and state tax status.

12.04 Ownership and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as an Church of churches or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board of Deacons; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's basic form of government.

12.05 Real Property. Title to real property of the Church shall be in the name of the Church. Real property may be purchased in the name of or on behalf of the Church with the affirmative vote of the Board of Deacons. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of the Board of Deacons.

12.06 Approval of Purchases. The purchases of fixed assets in excess of \$10,000.00 shall be subject to the prior approval of the Board of Deacons.

ARTICLE 13 WHISTLEBLOWER POLICY

13.01 Purpose. The Church requires all of its Trustees, Directors, Deacons, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and

responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if a Trustee, Director, Deacon, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Trustees, Directors, Deacons, officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Board of Deacons of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

13.02 Procedure.

(a) *Reporting Responsibility.* It is the responsibility of all of the Church's Trustees, Directors, Deacons, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If a Trustee, Director, Deacon, officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Trustee, Director, Deacon, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) *Acting in Good Faith.* Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) *Reporting Violations.* In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Deacons. Trustees are required to report suspected violations directly to the entire Board of Deacons.

(d) *Accounting and Auditing Matters.* The Board of Deacons shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Deacons shall work until the matter is resolved.

(e) *Evidence.* Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) *Investigation of Complaint.* After receipt of the complaint, the Trustee to whom the complaint was made shall provide the complaint to the entire Board of Deacons. The Board of Deacons shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Deacons shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations.* The Trustee to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

13.03 Safeguards.

(a) *Confidentiality.* Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) *No Retaliation.* No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) *Harassment or Victimization.* Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policy.

(d) *Malicious Allegations.* The Board of Deacons recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 14
CONFLICT OF INTEREST POLICY

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

14.02 Definitions.

(a) *Interested Person.* Any Trustee, Director, Deacon, principal officer, or member of a committee with powers delegated by the Board of Deacons, who has a direct or indirect financial interest, as defined below, is an interested person.

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

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

(2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or

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

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

14.03 Procedures.

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

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

(c) *Procedures for Addressing the Conflict of Interest.*

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

(2) The chairman of the Board of Deacons may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Deacons shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Deacons shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) *Violations of the Conflicts of Interest Policy.*

(1) If the Board of Deacons has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

14.04 Records of Proceedings. The minutes of the Board of Deacons shall contain:

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

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

14.05 Compensation.

(a) A voting member of the Board of Deacons who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

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

(c) No voting member of the Board of Deacons or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 15 INDEMNIFICATION

15.01 The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 16. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) *Mandatory Indemnification.* To the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article 16.01(a) which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a Trustee (either elected or ex-officio) 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 (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:

(1) The Proceeding was instituted by reason of the fact that such person is or was a Trustee or officer of the Church; and

(2) The Trustee or officer conducted himself in good faith, and he reasonably believed: (a) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (c) in the case of any criminal proceeding, that he had no reasonable cause to believe his 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.

(b) *Permissive Indemnification.* The Church may, to the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall

apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article 16.01(b) which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to 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 this Article 16, 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 this Article 16. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Board of Deacons.

ARTICLE 16 BOOKS AND RECORDS

16.01 Required Books and Records. The Church shall keep correct and complete books and records of account.

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

16.03 Audited Financial Statements. The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the Board of Deacons.

ARTICLE 17
MISCELLANEOUS PROVISIONS

17.01 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted, by a majority vote of the Board of Deacons.

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

17.03 Seal. The Board of Deacons may provide for a corporate seal.

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

17.05 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church's Trustees-Deacons, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

17.06 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes, arising out of or relating to these Bylaws or any other Church matter, other than those which are subject to the jurisdiction of the Church in Article 7.21 of these Bylaws, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Senior Pastor, Trustee, Director, Deacon, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation with a panel of one (1) mediator, and if not resolved by mediation, then by binding arbitration, with a panel of one (1) arbitrator 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 during the course of these Bylaws, arbitration under this Article 18.06 shall be conducted according to the rules of the American Arbitration Church. 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 an 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.

17.07 King James Version. The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by the

Board from time to time.

ARTICLE 18 EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this Article 19 if a quorum of the Board of Deacons cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Deacons may: (i) modify lines of succession to accommodate the incapacity of any Board of Deacons member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Deacons only needs to be given to those Board of Deacons members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Church present at a meeting of the Board of Deacons may be deemed Board of Deacons members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Board of Deacons member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Board of Deacons may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Deacons, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Board of Deacons; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Deacons members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Bible Baptist Church of Gulfport and that the foregoing Bylaws constitute the Bylaws of Bible Baptist Church of Gulfport. These Bylaws were duly adopted by the Board of Deacons of Bible Baptist Church of Gulfport on _____, 2023.

DATED: _____

By: _____

Name: _____

Title: Secretary