

NEW VISION CHURCH, INC.

a Maryland Religious Corporation

BY LAWS

PREAMBLE

Recognizing the Scriptural fact that “God is not the author of confusion,” this body is set in order under the authority of the Bible, and at the request of a company of believers in Christ of like faith, with the express understanding that is to be scripturally independent as to its faith and government. (Hebrews 6:1, 2; Ephesians 4:11-12: and I Corinthians 12:18-28).

MISSION STATEMENT

MAKING CONTEMPORARY DISCIPLES TO CONFRONT THE PROBLEMS OF A CONTEMPORARY WORLD

MOTTO

SERVING OUR LORD WITH EXCELLENCE - 2 Pet 1:2-10

PURPOSE

New Vision Church, Inc., a Maryland religious corporation (the “Church”), purpose is to obey the great commission in building a ministry that begins and ends with making disciples of Jesus Christ, to the glory of God. These disciples will be equipped to serve a contemporary world with the gospel of Jesus Christ in a relevant format. We believe the church is God’s vehicle for displaying, in vivid fashion, His glory and might in the world. Therefore, it is our task to lock into God’s frequency. This will allow Him to program us by the Word of God’s dictation and the Holy Spirit’s empowerment in order to accomplish His purpose in the world (Matt 28:18-20, Matt 5:16, I Pet 2:11-12, I Cor 9:16-22).

OUR PEOPLE’S VISION

The Church will seek to facilitate an environment in which every believer is equipped to accomplish God’s will for their life. We believe God’s will is first that each becomes a fully functional disciple of Christ, who is able to reproduce themselves in others. And second, that each becomes a fully functional witness for Christ, in the world, through the empowerment of the Holy Spirit. We believe the Spirit of God will use this word-filled environment to supernaturally transform people’s lives so they can glorify God. The 4 bases of the process are:

- Reaching out to God for my life - Believer
- Putting God at the center of my life - Worshiping Believer
- Applying God’s principles to my life - Growing Believer
- Making an impact with my life - Serving Believer

**ARTICLE I
PLACE OF WORSHIP**

SECTION I - The principal place of worship of the Church shall be at 2100 Crain Highway, Bowie, MD 20715.

SECTION II - The Church may also have a place or places of worship as the purposes of the Church may require and the Senior Pastor in consultation with the Elders may from time to time appoint.

SECTION III – The Church is incorporated under the laws of the State of Maryland in order that it may hold property, manage its own affairs, give expression to its faith and adopt such rules as may be deemed necessary to conduct its business in harmony with the statutes under which the State of Maryland has granted its charter. Therefore, no distinction is to be made between the Church as a religious body and a corporation, seeing that we are to be “subject unto the higher powers: and are to submit ourselves to every ordinance of man for the Lord’s sake.” (Romans 12:1-7; and I Peter 2:13-14).

**ARTICLE II
PURPOSES**

The purposes of this Church shall be to establish and maintain a place of worship for the One true God, to exalt the Lord Jesus Christ and to honor at all times the Holy Spirit. In furtherance of these purposes the Church shall:

1. Expound the Word of God by teaching and preaching; and spread the Word of God abroad in accordance with the commission of Christ. (Mark 16:15).
2. Labor for the evangelization of the world; promote the gospel of Christ in the United States of America and elsewhere by all legal and practical means, but especially by missionary and evangelistic work, the members thereof acting as a corporate body, either by themselves or, at their discretion, in cooperation with other bodies considered to be of like faith and practice.
3. This Church shall have the right, power and authority, in connection therewith or incidental thereto, to purchase or acquire by gift, devise, bequest, or otherwise, either directly or through trustees, and so own, hold in trust, sell, convey, mortgage, lease or otherwise dispose of any real or personal property located in the State of Maryland or in any other part of the world where permitted by law.
4. To engage in and conduct educational, benevolent, and charitable work; to establish and operate schools, homes for the indigent or aged; to publish and sell or otherwise distribute tracts, periodicals, tapes, videos, and other literature, and conduct a general printing and

publishing business in connection therewith, all in accordance with the constitution of the Church or any regulation which may be hereafter modified or amended.

5. In order to accomplish the purposes of the Church as expressed in the Articles of Incorporation, By-Laws, and other printed doctrine, the Church at the discretion of the Senior Pastor in consultation with the Elders may set apart for active ministry: pastors, evangelists, teachers, licensed ministers, missionaries, and exhorters as they may be called and qualified.
6. The Church is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Church pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and

every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

7. To preach the Gospel, to administer the ordinances of the New Testament, to minister to the spiritual needs of its members and all people everywhere, to train Christian workers for the Lord's work, and to further the evangelization of the world by converting men, women and children to a living faith in Jesus Christ.
8. To take, secure, accept, hold or acquire, by gift, purchase, legacy or otherwise, real and personal property, whenever it may deem the same proper, necessary and expedient in the work and purposes for which this body was organized and incorporated; and to hold, lease, encumber, give, exchange or sell and transfer and deposit of the same in part or in whole, when it deems such action expedient, necessary or beneficial in promoting or advancing the work and purposes for which the Church is formed; and to do or accomplish such acts as this body shall deem necessary or incidental thereto; all such acts to conform to the laws of the State of Maryland.

ARTICLE III STATEMENT OF FAITH

We do not presume to say that this Statement of Faith represents the final word on Bible truth, and we shall probably have occasion to refine, revise and enlarge parts of it as we pursue our way in God. We are persuaded, however, that it is consistent with the truth and right purpose to "set forth in order a declaration of those things which are most surely believed among us." (Luke 1:1) Such a statement puts in the hands of the present membership a summary of the truths to which we bear witness, and also provides a basis for instructing those who are joined to us in the Lord.

1) THE SOVEREIGNTY OF GOD

We believe that God is not answerable to anyone for any of His actions. That as King, and Ruler of all, He exercises His Will without any accountability to none but Himself. There is no power nor person who is able to overturn, or make void the Will and purpose of God. He does not seek counsel from anyone. He is the Creator of all and holds all things together in accordance with His Will, and for His good pleasure.

2) THE TRINITY

We believe that the Holy Scriptures reveal that while there is only one God, He is a trinity. God is the Father, the Son, and the Holy Ghost: these three being one. This oneness being of the same essence, nature, and purpose. God is spirit.

3) THE VIRGIN BIRTH OF JESUS CHRIST

We believe that Jesus Christ was born of a virgin, conceived by the Holy Ghost. This was God revealed in the flesh as predicted by the Holy Scriptures. His birth was both a miracle and a mystery. Jesus Christ was fully man and fully God. Because of this miraculous birth He became the only mediator between God and man.

4) THE SUBSTITUTIONARY DEATH OF JESUS CHRIST

We believe that the death of Jesus Christ was and is a substitutionary death that becomes effective for all those who put faith in Jesus Christ as savior. Substitution meaning all of the full impact of the wages of sin being paid once and for all through the death of Jesus Christ. When Christ died, we died. This great truth must be reckon and accounted as fact for all believers.

5) THE DEITY OF JESUS CHRIST

We believe that Jesus Christ is God, having all of the attributes, qualities, nature and character belonging to God. He made Himself to be equal with God, because He was God, and is God.

6) THE BODILY RESURRECTION OF JESUS CHRIST

We believe that Jesus Christ arose bodily from the grave. His resurrection was a complete and total resurrection. His bodily resurrection gives hope that we too one day will experience a bodily resurrection.

7) THE TOTAL DEPRAVITY OF MANKIND

We believe that due to sin, man is totally depraved. He is born in sin. He is dead in his sins and trespasses, and therefore has no capacity to respond to God. There is none that does good there is none that seeks after God. It is because of man's total depravity, that God has to extend grace and cause life to enter into death and cause resurrection and new life to dead men.

8) SALVATION BY GRACE ALONE THROUGH FAITH ALONE

We believe that salvation is provided by God by His grace alone. No one earns salvation. No one is able to fulfill the requirements for true righteousness. So God therefore gives it as a gift. This gift however, can only be received through faith. It is a receiving of the gift that God gives that is based on the death and resurrection of Jesus Christ, His Son. Good works do not produce salvation, but salvation produces good works.

9) THE NECESSITY OF BEING BORN AGAIN FOR SALVATION

We believe that one must be born again, by the Spirit of God in order to enter into the Kingdom of God. There is nothing of the human nature or flesh that is suitable for heaven. Reformation is not good enough. God provides a total new creation that is initiated through the new birth. We become partakers of God's nature through the new birth. It is only natural that that which is born of the flesh is flesh, but that which is born of the spirit is spirit. This new birth is a spiritual birth that all children of God must experience.

10) THE DEITY AND PERSONAGE OF THE HOLY SPIRIT

We believe that the Holy Spirit is God. We believe that the Holy Spirit is a person; that He has all of the characteristics of personage. The Bible reveals that the Holy Spirit can be grieved, that the Holy Spirit comforts, that the Holy Spirit teaches, that the Holy Spirit leads and that the Holy Spirit strengthens. The Holy Spirit is not an influence, a power or anything else that lacks personage. The Holy Spirit should never be referred to as "it." The Holy Spirit is holy and possess all of the attributes, qualities, nature and character of God. The Holy Spirit is God.

11) THE BAPTISM, FILLING AND EMPOWERMENT OF THE HOLY SPIRIT

We believe that all believers receive the Holy Spirit at the point of regeneration or being born again. After the new birth, there are times of being filled with the Spirit; of being empowered by the Spirit, and being emersed, united or baptized by the Spirit. We believe that the experience of empowering, filling and being baptized by the Spirit can be different and not limited to only one manifestation. We believe that in any case the Holy Spirit's work results in enabling the believer for service in the Kingdom of God throughout the world wherever He may send His servants.

12) THE UNITY AND INTERDEPENDENCY OF THE BODY OF CHRIST

We believe that there is only one body, the church of Jesus Christ; and that each member of the body is dependant of other members of the body. We are members one of another. No member of the body is less important than another member. In fact God bestows more abundant honor on those members that seem less important so that there will be no schism in the body.

13) THE COMMISSION OF THE CHURCH TO MAKE DISCIPLES

We believe that the major focus of the Church is to make disciples, baptizing them in the name of the Father, and the Son, and the Holy Ghost, teaching them to observe to do all that He taught us.

14) THE FRUIT OF THE SPIRIT

We believe that believers should grow and manifest the fruit of the Spirit of God which are listed in Galatians 5. We believe that believers should be as concerned about the evidence of the fruit of the Spirit as with the evidence of the gifts of the

Spirit. For the fruit of the Spirit is the power that makes the gifts of the Spirit effective.

15) THE GIFTS OF THE SPIRIT

We believe that all believers are given several gifts by the Holy Spirit. These gifts enable all believers to function effectively in service to others both within and without the Kingdom of God. These gifts are supernatural, and work in the spiritual realm. The gifts are given by the Holy Spirit as the Holy Spirit sees fit. These gifts will empower and provide believers to do the work and will of God in service to others. Gifts are not given for show, but for work. They are empowered by the power of God. Believers must know how to move in their gifts under the control and direction of the Holy Spirit and their spirit. Believers must know how to serve in an orderly and decent way. The body is to be edified and built up as a result of the gifts. The possessor of these gifts should not use these gifts to edify himself; it is given for body ministry.

16) THE INERRANCY, SUFFICIENCY AND AUTHORITY OF SCRIPTURE

We believe that the Bible, The Holy Scripture is inerrant. It has no errors in the original autographs. The process of transmission and translation of the Bible is adequate for man's salvation and all other purposes God intended it. It is sufficient for doctrine, for instruction, for correction; it can equip anyone for righteousness in every way. It is the plumb line for all discovery and discernment of truth. As such, we believe that the Holy Scriptures are the first line of authority in the believers life. The Word of God is to be obeyed, and every activity and intention of the Church and each member must conform to the Bible's teachings.

17) SANCTIFICATION; PAST, PRESENT AND FUTURE

We believe that believers experience sanctification as a past act through the death of Jesus Christ; as a present act as the Holy Spirit through the blood of Jesus Christ cleanses use; as a future act when we shall be changed and made like Jesus Christ experiencing the fullness of sanctification.

18) THE LORDSHIP OF JESUS CHRIST

We believe that Jesus Christ is Lord. Once one is born again, Christ becomes Lord over the believer. He is the Head of His body of which each believer belongs. His life is no longer his, but belongs totally to Jesus Christ. Believers are to be totally submissive to Him, obedient to Him, honoring Him as Lord.

19) JUSTIFICATION

We believe that all believers are justified totally and completely by the blood of Jesus Christ. This justification is a position that the believer has as a result of the atonement provided by Christ. God sees us as if we had no sin, because Jesus became sin for us that we might become the righteousness of God.

20) **THE IMMINENT RETURN OF JESUS CHRIST**

We believe that Jesus Christ will return again. That there are no prophecies needing to be fulfilled before He returns. So He could come at anytime. We believe that no one knows the day nor the hour when He will return. All believers should therefore live as if it could happen today.

21) **MARRIAGE AND FAMILY**

We believe that marriage was ordained by God at creation as the sacred union of one man and one woman. All sexual relations must therefore be reserved for that union. Christian marriage is a representation of Christ's relationship to His church. We believe that same sex marriage or civil union is against the design God set up for men and women in his word. We also believe that children are a blessing from the Lord. Thus all human life is sacred and worthy of protection from the moment of conception. [Genesis 1:26-28](#); [2:24](#); Psalm 127 & 128; 139:13-16; [Matthew 19:1-10](#); [I Corinthians 6:9-11](#); [Ephesians 5:22-33](#); Hebrew 13:4.

ARTICLE IV ORDINANCES AND SACRAMENTS

We hold that the following ordinances and ceremonies are in keeping with the harmony of the Scriptures and are therefore to be observed by the Church. We further believe that the ordinances and sacraments are to be administered only by the Senior Pastor or those designated and consecrated by him for these express purposes.

1. **Water Baptism** Those who have been made partakers of Christ's death by faith in His shed blood must participate in His burial and resurrection for the circumcision of heart. (Genesis 17:1-14; John 3:1-6; Acts 2:38; Romans 2:28-29; 6:3-10; Colossians 2:9-13; I Peter 3:18-22; I John 5:8). See Article III, Number 6.
2. **The Lord's Supper** The Lord's Supper is a memorial of the covenant made with God through God through the blood of Christ. It is a continuation of the eternal covenant of the Passover Feast which God commanded the Israelites to observe. Those who have made covenant with God through the blood of Christ and have received the sign of circumcision of heart are commanded to partake. The church partakes of the Lord's Supper as one body with each member in fellowship adding to the blessedness of the experience. (Exodus 29:4; 30:17-21; Luke 14:11; 22:24-27; John 13:1-5; Galatians 6:1).

ARTICLE V MEMBERSHIP

Section 1. Classification of Membership. The membership of the Church shall be two (2) classes of membership: members of the congregation (nonvoting, except as provided in ARTICLE FIVE) and Board of Elders (who shall serve as the Board of Trustees of the Church, as set forth in Article VI herein) members (voting).

Section 2. Election of Members of the Congregation. Any person interested in becoming a member of the congregation of the Church shall submit a written and signed application, on a form approved by the Board of Elders, to the secretary of the Church. Prospects having completed the New Members Orientation shall become active members of the congregation of the Church.

Any member in good standing shall give clear evidence of their new birth in Christ, live a growing Christian life and worship at the Church on a regular basis, support the Church financially, and subscribe to the Tenets of Faith as defined by these Bylaws.

Section 3. Voting Rights. No member of the congregation shall be entitled to any voting rights, except as delegated by the Board of Elders and as set forth in ARTICLE FIVE, Section 5; rather, all voting rights and management of the Church are reserved in the Board of Elders.

Section 4. Termination of Membership. The Board of Elders, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member of the congregation for cause after an appropriate process of hearing.

Section 5. Resignation. Any member of the congregation may resign by filing a written resignation with the secretary.

Section 6. Reinstatement. On written request signed by a former member of the congregation and filed with the secretary, the Board of Elders, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member of the congregation to membership of the congregation on such terms as the Board of Elders may deem appropriate.

Section 7. Transfer of Membership. Membership in the congregation of the Church is not transferable nor assignable.

Section 8. Regular Religious Services. The members of the congregation shall meet for regular religious services. The day of the week and time for each regular religious service shall be established by the Board of Elders.

Section 9. Schools and Seminars. Instruction in the Word of God shall be provided at schools and seminars for members and non-members of the congregation. Private Christian education for the body may also be provided.

Section 10. Code of Discipline.

(a) **Cooperative Action.** The members of the congregation of the Church shall give consent to its forms of government, together with the past policies, and to the policy of fundamental unity and agreement, alike in doctrine, conduct and action, and shall conform to the Scriptural injunctions that there be no division in the body. They shall be subject to the Board of

Elders as the Word of God plainly teaches, that the principles of Christian fellowship may be kept inviolate and perpetuated, recognizing its fundamental importance.

(b) **Attitude Toward Strife.** Inasmuch as no Christian institution can comply with the plain teaching of Scripture unless unity and harmony predominate within its circle, no member of the congregation may use means to incite or engender strife, but shall work in harmony with the other members of the congregation, the Board of Elders and the Church's officers, as did the early church (Acts 2:42). If there is cause for dissatisfaction, it shall be called to the attention of the pastor or another member of the Board of Elders. At their discretion, necessary adjustments shall be made (Acts 6:1-7; Matt. 18:15-18).

(c) **Financial Support.** All members of the congregation shall be expected to support the programs and needs of the Church in proportion to our scriptural command to tithe and as the Lord shall prosper them through giving offerings (Mal. 3:7-10; I Cor. 16:1, 2; II Cor. 9:6-9), thereby acknowledging that any institution can stand or be of full service only in proportion as all of the members of the congregation accept their responsibility of maintaining it.

(d) **Discipline.** The responsibility of administering discipline in the Church is that of the Board of Elders. Some grounds for exercising discipline, suspension of or expulsion from membership in the congregation are as follows:

(1) Any member of the congregation who shall without reasonable cause willfully absent himself from the regular services for a period of three (6) consecutive months, shall be temporarily removed from active membership in the congregation. The Board of Elders may inquire, under appropriate circumstances, whether the temporarily removed member is desirous of continuing membership in the congregation.

(2) Unscriptural conduct, failure to maintain membership requirements, or doctrinal departure from the tenets of faith, shall be considered sufficient grounds upon which any person may be disqualified as a member. Such discipline shall be prayerfully administered according to Scriptures by the Board of Elders. The purpose of this process is restoration of that member to proper relationship with Christ and good standing in this church (Matt. 18:15-17; Rom. 16:17; 1 Cor. 5:9-13; 2 Thess. 3:6).

(3) The Board of Elders shall be empowered to place on the inactive list those who have disqualified themselves as provided for in these Bylaws. The Board of Elders shall also have the authority to restore to active membership in the congregation those, who in the opinion of the Board of Elders are not at fault and those who, although at fault, have through repentance requalified for membership in the congregation.

(4) The Board of Elders shall recognize its duty to interview and encourage a proper attitude on the part of those who have been placed on the inactive list. It shall proceed carefully to press for final decision in each case. The decision of the Board of Elders shall be final.

ARTICLE VI BOARD OF ELDERS (TRUSTEES)

Section 1. General Powers. The affairs of the Church shall be managed by a Board of Trustees, which shall also be referred to as the Board of Elders, whose members shall have a fiduciary obligation to the Church.

Section 2. Number, Term and Qualifications. The number of Elders shall be no less than three (3) and shall have no maximum number. Elders will serve continually unless their conduct disqualifies them from serving. The basis for inappropriate conduct is the Word of God written in the Bible. This includes the specific qualifications for Eldership (1 Tim 3:1-7, Tit 1:5-9) and the general teaching on proper Christian conduct. Those set forth in the Articles of Incorporation shall comprise the original Board of Elders. Any member of the Board of Elders must also be a member of the congregation of the Church.

Section 3. Regular Meetings. A regular meeting of the Board of Elders shall be held each year. The Board of Elders may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Church in the absence of any designation in the resolution.

Section 4. Special Meetings. Special Meetings of the Board of Elders may be called by or at the request of any two (2) Elders, and shall be held at the principal office of the Church or at such other place as the Elders may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Elders shall be given by oral notice to each Elder. The attendance of a Elder at any meeting shall constitute a waiver of notice of such meeting, except where a Elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. Any Members or Elder may waive any notice required to be given under these Bylaws.

Section 6. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Elders under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Elders without a meeting and that the Bylaws of this corporation authorize the Elders to so act, and such statement shall be prima facie evidence of such authority.

Section 7. Quorum. A majority of the Board of Elders shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Elders are present at any meeting, a majority of the Elders present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the Elders present at a meeting at which a quorum is present shall be the act of the Board of Elders, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Elders and any Eldership to be filled by reason of an increase in the number of Elders, shall be filled by the Pastor with the advice and consent of a majority of the present Board of Elders. Elders shall be removed by the Pastor with the advice and consent of the Board of Elders. In the event all Elder positions shall become vacant, the Board of Elders shall act as Interim Board of Elders until the vacancies are filled.

Section 10. Compensation. Elders, as such, shall not receive any salaries for their services. However, Elders may serve in other capacities that may constitute salary or other compensation.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the corporation shall be a Pastor (who shall also be designated as the president of the corporation), an administrator, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Elders may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Elders. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Church shall be elected annually by the Board of Elders at the regular meeting of the Board of Elders. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Elders. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer, with the exception of the pastor, elected or appointed by the Board of Elders may be removed by the Board of Elders whenever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office, except that of pastor, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Pastor with the consultation of the Elders for the un-expired portion of the term. In the event the vacant position being filled is that of the Pastor, the Board shall fill said position pursuant to Section 5 of this Article.

Section 5. Resignation, Removal.

(a) **Resignation.** In the event the Pastor should voluntarily choose to leave, he shall designate his successor. Said designated successor shall be chosen with the advice and consent of the Board of Elders, the Board of Advisors and the Board of Elders.

(b) **Removal.** In the event the Pastor shall have serious charges preferred against him or his ministry has ceased to be effective, the matter shall be brought to the Board of Elders. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Elders, the Board of Advisors and the Board of Elders to come together with the Pastor to consider his removal. Upon recommendation of removal by a two-thirds (2/3) majority of the combined vote of the Board of Elders, the Board of Advisors and the Board of Elders, this matter shall be referred to the members of the congregation for a vote. A two-thirds (2/3) majority vote of the members of the congregation present at the meeting shall be required by removal. The Associate Pastor or some other person designated by the Board of Advisors shall represent the combined Board of Elders, Board of Advisors and Board of Elders and chair the meeting of the members of the congregation.

- (i) **Order of Business.** The order of business at the meeting of the members of the congregation shall be as follows:
 - a. Roll call;
 - b. Presentation of evidence by the combined Board of Elders, Board of Advisors and Board of Elders;
 - c. Presentation of case by Pastor or his designee;
 - d. Rebuttal evidence presented by combined Board;
 - e. Testimony from members of the congregation for vote.

(c) **Pastoral Recruitment and Confirmation.** In the event the Pastor shall resign or be removed, a special committee shall be appointed by the combined Board of Elders, Board of Advisors and Board of Elders to recruit and present a candidate to the membership of the congregation for pastor. This process shall be spiritually directed and accomplished as expeditiously as possible.

(i) **Presentation.** Upon recommendation of the special committee, the pastoral-presidential candidate shall be presented to the combined Board of Elders, the Board of Advisors and the Board of Elders for their approval and recommendation. In the event two-thirds (2/3) of the combined Board of Elders, Board of Advisors and Board of Elders shall approve said candidate this matter shall be referred to the membership of the congregation for a vote.

(ii) **Final Approval.** In the event a candidate for pastor is approved by the combined Board of Elders, Board of Advisors and Board of Elders, the membership of the congregation shall be called together to vote, by secret ballot, on said candidate. A two-thirds (2/3) majority vote of the members of the congregation shall be required to elect said candidate to office.

(d) **Notice.** A special notice procedure for all meetings referenced in this ARTICLE SEVEN, Section 5 shall apply as follows:

(i) Seven (7) days' notice in writing shall be provided for a combined Board of Elders, Board of Advisors and Board of Elders meeting. Notice shall be given to each member of each Board and to the present pastor.

(ii) Notice to the membership of the congregation of any membership of the congregational meetings shall be given orally at each Sunday service at least fourteen (14) days prior to such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin during the same time frame.

(e) **Quorum.** A majority of the total members of the Board of Elders, Board of Advisors and Board of Elders shall constitute a quorum for their combined meetings as set forth in this ARTICLE SEVEN, Section 5. A quorum for the membership of the congregational meetings as set forth in this ARTICLE SEVEN, Section 5 shall consist of a majority of those active members of the congregation.

Section 6. Powers of Officers.

(a) **The Pastor/President:** The Church finds its headship under the Lord Jesus Christ, in its Pastor. The Pastor shall be the chief executive officer of the Church. He shall be a continuing member of the Board of Elders. He shall have general management of the business of the Church and general supervision of the other officers. He shall preside at all meetings of the Board of Elders and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Church any specific powers, other than those that may be conferred only upon the Pastor. He and at least two Elders shall execute in the name of the Church all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Elders. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president or a corporation. The Pastor shall be responsible for providing God's direction for the spiritual direction of the Church.

With the advice and consent of the Board of Elders no person shall be invited to speak, teach or minister in the Church without his approval. He shall be designated attorney-in-fact for the Church by virtue of his office. With the advice and consent of the Elders the Pastor shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord.

(b) **The Associate Pastor:** An assistant pastor (at least one such assistant pastor shall be designated by the Pastor to serve as the vice president of the Corporation) shall perform the duties and exercise the powers of the pastor (with the title of "Interim Pastor") in case of the Pastor's temporary absence from the office of the Church, and shall perform such other duties as may from time to time be granted or imposed by the Board of Elders. He shall serve as a member of the Board of Elders; however, in the event of serving as interim pastor, he shall be a voting member of the Board of Elders.

(c) **The Administrator:** An administrator shall perform the duties of assisting the pastor and the Board of Elders in the following administrative duties: management of administrative staff; coordination of church events such as meetings, classes, cell groups,

workshops, seminars, recreation events and retreats; and the coordination of special tasks such as 2nd Sunday ministry guests, events line and the Communications Ministry. The Administrator shall perform the duties usually incident to the office of administrator and such other duties as may be prescribed by the Board of Elders or by the Pastor.

(d) **The Secretary:** The Secretary shall attend all Church and Ministry leader meetings and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the executive and standing committees when required. The Secretary shall give, or cause to be given, notice of meetings of the Board of Elders when notice is required to be given under these Bylaws or by any resolution of the Board. The Secretary shall have custody of the seal and authority to execute all authorized documents requiring a seal. The Secretary shall be responsible for the up-keep of the membership rolls of the Church, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Elders or the Pastor.

(e) **The Treasurer:** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Church, and shall deposit all moneys and other valuable effects in the name and to the credit of the Church in such banks and depositories as may be designated by the Board of Elders, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. The Treasurer shall disburse the funds of the Church as may be ordered by the Board and shall render to the Pastor and Elders at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of the Church. The Treasurer shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Elders or by the Pastor.

(f) **Delegating Powers to Other Officers:** In case of the absence of any officer of the Church, or for any other reason that may seem sufficient to the Board, the Board of Elders may delegate his duties and powers from the time being to any other officer, or to any Elder.

ARTICLE VIII COMMITTEES, ELDERS, DEACONS, AND BOARD OF ELDERS

SECTION 1. Committees of Elders. The Board of Elders, by resolution adopted by a majority of the Elders in office, may designate one or more committees, which committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Elders in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Elders, or any individual Elder, of any responsibility imposed on it as a body or to each of them individually by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Elders in the management of the Church may be designated by a resolution adopted by a majority of the Elders present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Church, and the Pastor shall appoint the members thereof. Any

member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Church shall be served by such removal.

SECTION 3. Deacons and Ministry Leaders. Individuals from the active membership of the Congregation who demonstrate that their lives conform to the Scriptural qualifications found in I Tim. 3:2-7; Titus 1:6-9; I Peter 5:2-3 may be chosen by the Pastor with the advice and consent of the Board of Elders to serve in leadership positions (some of whom may be designated as Stewards) within the Church. Such chosen leaders along with the Board of Elders shall be called the Official Board of the Church. The Official Board shall also include those Ministry Leaders in the Church which are designated by the Pastor. Elders and Stewards shall function to provide spiritual support to the Pastor in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinances of the Church. Their number and term of office shall not be pre-determined. They shall have no vote on the Board of Elders; however, shall give counsel and mutual assistance to the Board of Elders and the Pastor in the administration of business and work of the Church as specifically assigned by the Pastor.

SECTION 4. Board of Advisors. A Board of Advisors shall consist of the Mid-East Baptist Conference and such other individuals that are to be selected by the Pastor. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the Pastor and the Board of Elders. Counsel shall be in organizational, financial, legal or other areas wherein the Pastor determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure thereon shall be at the pleasure and in the complete discretion of the Pastor.

ARTICLE IX MINISTERS

SECTION 1. Ordination and Licensing. The Board of Elders may ordain and/or license a person as minister of the Gospel after first examining the applicant's background, moral and religious character, and what previous Bible course and/or independent study applicant has received. Final determination shall be within the absolute discretion of the Board of Elders.

SECTION 2. Limitation. The Board of Elders may, in the discretion of the Board, limit any licensee or person ordained to an area of special emphasis. The following areas are (although not intended to be inclusive) recognized by the Board of Elders:

- (a) Music;
- (b) Youth;
- (c) Christian Education; and
- (d) Outreach Ministry.

SECTION 3. Pastor. The Pastor shall be a licensed or ordained minister of the Gospel. Assistant or associate ministers may or may not be either licensed or ordained.

SECTION 4. Application. Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Elders. An applicant's application shall be either approved or denied within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

SECTION 5. School of Ministry. The Board of Elders may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

ARTICLE X COMPENSATION COMMITTEE

SECTION 1. Responsibility. A Compensation Committee may be established with the sole and exclusive responsibility of setting compensation annually for fiduciaries of the Church.

SECTION 2. Committee Members. This committee shall consist of no less than two (2) members and no more than five (5). Committee members shall not consist of any party who is a fiduciary or employee of the Church or is currently or has in the past maintained a business relationship thereof. Committee members shall be selected for their experience with like-kind ministries as well as for integrity and devotion to fulfilling the will of our Lord Jesus Christ.

SECTION 3. Election of Committee Members. Initial committee members shall be elected by the Board of Elders for two-year terms of office, which shall commence immediately upon their election and terminate immediately following the second subsequent annual meeting of the voting membership and Elders of the Church. Thereafter, the terms of office of each committee member shall commence upon election at said annual meeting and terminate immediately after the second subsequent annual meeting following said election, unless said committee member is re-elected.

SECTION 4. Removal of Committee Members. Committee members may be removed by majority vote of the Board of Elders only for cause, including engaging in conduct that is detrimental to the image and purpose of the Church. In no event may a committee member be removed for his deliberations and decisions regarding compensation of fiduciaries of the Church. The un-expired term of office of any committee member so removed or resigning shall be filled by majority vote of the Board of Elders of the Church.

SECTION 5. Compensation of Committee Members. Fiduciaries of the Church may not deliberate or vote upon their compensation levels, this being a function exclusively reserved to the Compensation Committee. However, the Compensation Committee may consider any dialogue or input by said member that shall bear upon the fiduciaries proper compensation level.

SECTION 6. Fiduciaries. The term "Fiduciaries," for purposes of this Article of the Bylaws, shall include only those parties receiving compensation who serve on the Board of Elders.

ARTICLE XI
AUDIT AND COMPLIANCE COMMITTEE

SECTION 1. Audit and Compliance Committee. The Board of Elders may, by resolution, establish an Audit and Compliance Committee consisting of no fewer than two (2) members, each of whom shall be a member of the Board of Elders, and each of whom shall have all the powers and duties set forth below.

SECTION 2. Election of Committee Members. Members of the Audit and Compliance Committee shall be elected by a majority vote of the Board of Elders for a two (2) year term, subject to dismissal prior to the end of the term only by a majority vote of the Board of Trustees.

SECTION 3. Date and Record of Meeting of Audit and Compliance Committee. Meetings of the Audit and Compliance Committee shall be held no less frequently than two (2) times a year. At least three (3) days before the date of each meeting, notice thereof shall be given by the Chairman of the Audit and Compliance Committee to each member of the Committee either orally or in writing. Minutes of each meeting shall be recorded by the Committee and reported to the Board of Elders no less often than two (2) times each year.

SECTION 4. Compensation of Committee Members. Members of the Committee shall receive no salary or other remuneration for their services to the Committee; provided, however, that each Committee member shall be entitled to be reimbursed for out-of-town out-of-pocket expenses associated with attendance at Committee meetings. The Committee member shall be required to submit a request for reimbursement with substantiating receipts to the Board of Elders prior to approval of such reimbursements.

SECTION 5. Financial Audits. It shall be the duty of the Committee to employ an independent accounting firm to conduct annual audits and to issue certified audits and financial reports. In addition, it shall be the duty of the Committee to ensure that the independent accounting firm receives such information and assistance as it may reasonably require of the officers and employees of the Church.

SECTION 6. Compliance Audits. It shall be the duty of the Committee to employ an independent accounting firm to conduct annual compliance audits to determine if the organization is complying with the Internal Revenue Code and the rules and Regulations thereunder. Such audit shall specifically include the following:

(a) a review of the total compensation and benefits paid to employees of the Church who are also members of the Board of Elders;

(b) an audit of the payment of corporate funds in excess of \$100,000 annually to any single vendor to determine whether any special relationship exists;

(c) an audit of the use of corporate aircraft to determine whether such use is being limited to exempt purposes and whether the use is being properly documented;

(d) an audit of the use of automobiles for exempt purposes and whether the use is being properly documented;

(e) an audit of the purchase and use of clothing for Church activities to determine whether the use of clothing is being tagged, inventoried and stored in segregated facilities and whether such purchases and use is properly documented;

(f) an audit of the provision of housing to employees of the Church who are also members of the Board of Elders and other employees who receive compensation which is in the top ten percent (10%) of the compensation paid to individual employees to determine whether the provision of such housing is serving exempt purposes and is being properly documented;

(g) an audit of gifts received by principal officers and employees to ensure that the gift policy of the Church is being complied with; and

(h) an audit of all exchanges, purchases or sales of real and personal property exceeding \$25,000 in value.

(i) it shall be the further duty of the Audit and Compliance Committee to ensure that policies adopted by the Board of Trustees regarding conflict of interest and the purchase of real or personal property are fully observed.

SECTION 7. Compliance Audits for Open Years. It shall be the duty of the Committee to employ an independent accounting firm to conduct compliance audits covering substantially the same areas described in Section 6, above.

SECTION 8. Compliance Reporting. It shall be the duty of the Committee to report its actions for consideration at the annual meeting of the Board of Elders.

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Elders may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.

SECTION 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents of the Church, and in such manner as shall from time to time be determined by resolution of the Board of Elders. In the absence of such determination by the Board of Elders, such instruments may be signed by either the treasurer or the Pastor of the Church.

SECTION 3. Deposits. All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Board of Elders may select.

SECTION 4. Gifts. The Board of Elders may accept on behalf of the Church any contribution, gift, bequest or devise for any purpose of the Church (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6-8).

SECTION 5. Loans. Such agents of the Church as from time to time shall be designated by the Board of Elders, in addition to the Pastor, shall have the authority to effect loans, advances or other forms of credit at any time or times for the Church from such banks, trust companies, institutions, corporations, firms or persons as the Board of Elders shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Church; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Church on such terms, and with such provisions as to the security or sale or disposition thereof as such agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Church, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the agents so authorized; and each such bank or trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Elders of the authority of such agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE XIII INDEMNIFICATION OF ELDERS, OFFICERS AND EMPLOYEES

The Church shall indemnify any Elder, officer or employee or former Elder, officer or employee of the Church, or any person who may have served at its request as a Elder, officer or employee of another Church, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made party by reason of being or having been such Elder, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Church may also reimburse to any Elder, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a Committee composed of the Elders not involved in the matter in controversy (whether or not a quorum) that it was to the best interest of the Church that such settlement be made and that such Elder, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Elder, officer or employee may be entitled under any Bylaw, agreement, or otherwise.

**ARTICLE XIV
BOOKS AND RECORDS**

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Elders, committees having and exercising any of the authority of the Board of Elders, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Elders members entitled to vote. All books and records of the Church may be inspected by any member, or his agent for any proper purpose at any reasonable time.

**ARTICLE XV
FISCAL YEAR**

The fiscal year of the Church shall be the calendar year.

**ARTICLE XVI
DISSOLUTION**

(a) Upon the dissolution of the Church, the Board of Elders shall, after the payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Elders shall determine.

(b) No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, Elders, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

**ARTICLE XVII
SEAL**

The Board of Elders shall provide a corporate seal, which shall be as set forth below.

**ARTICLE XVIII
AMENDMENT OF BYLAWS**

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Elders of the

Church at any regular or special combined meeting of the Board of Elders. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the Church's Bylaws or Articles of Incorporation shall be given to each member of the Board of Elders.