

AMENDED BYLAWS OF DIXIE LEE BAPTIST CHURCH

These Amended Bylaws govern the affairs of Dixie Lee Baptist Church, a Tennessee religious nonprofit corporation (the “Church”). The Church is organized under the Tennessee Nonprofit Corporation Act (the “Act”).

ARTICLE 1 NAME AND PRINCIPAL OFFICE

1.1 Name. The name of this religious nonprofit corporation is Dixie Lee Baptist Church.

1.2 Location. The principal office of the corporation in the state of Tennessee is located at 14650 Old Stage Road in Lenoir City, Loudon County, Tennessee. Unless otherwise provided, all meetings of the directors and members shall be at the principal office. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Tennessee. The registered office may, but need not, be identical with the Church's principal office in Tennessee. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2 AUTONOMY

This is a sovereign, democratic, and incorporated Baptist church under the lordship of Jesus Christ. This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may from time to time voluntarily affiliate with the Southern Baptist Convention in its national and state expressions.

ARTICLE 3 STATEMENT OF FAITH

3.1 Statement of Faith. We confirm our belief in and adopt as our Statement of Faith, *The Baptist Faith and Message 2000*, adopted by the Southern Baptist Convention.

3.2 Marriage and Sexuality Policy.

(a) Marriage. The testimony of the God-breathed Holy Scriptures is that the marriage covenant shall be reserved only for one man with one woman. The idea that marriage is a covenant only between one man and one woman has been the traditional definition of marriage for all of 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 man and one woman, as clearly conveyed in God’s inerrant Scriptures, including for

example in *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 and Sexuality Policy.”

Under this Church’s Marriage and Sexuality Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No director, 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 and Sexuality Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

This Church’s Marriage and Sexuality 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 and Sexuality 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.

This Church’s Marriage and Sexuality 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. (*See Gen. 2:18-24; 1:27-28; Matt. 19:4-6; Eph. 5: 23, 25, 31-32.*)

(b) Sexuality. Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one man with one woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. (*See 1 Cor. 6:18; 1 Thes. 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; 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 from altering their sexual identity physically or otherwise. (*See Deut. 23:1.*)

(c) Common Law Marriages. In no case shall persons be accepted into membership and/or employment that are known to be living in a common-law state of matrimony.

ARTICLE 4 PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under Title 48, Chapter 53 of the Act. The Corporation 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. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation 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 Corporation are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To know God through Worship, Discipleship, and Fellowship.
- (c) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.
- (d) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Tennessee and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (f) This Corporation 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 Corporation; 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 Corporation. 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 in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements). Notwithstanding any other provisions of these Bylaws, the Corporation 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 Corporation is in any one 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 of any subsequent federal tax laws; or (iv) making 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 Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation'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 MEMBERS

6.1. Membership. The Church shall have one class of membership. Membership of this Church shall be composed of individuals who are believers in the Lord Jesus Christ and affirm the tenets of Dixie Lee Baptist Church, and who offer evidence, by their confession and their conduct, that they are living in accord with their affirmations and these Bylaws and are actively pursuing and

continuing in vital fellowship with the Lord Jesus Christ. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. The members reserve the right to determine who shall be members of this corporation and the condition of such membership. New members shall have all the rights, privileges and responsibilities of a member of the Church.

6.2. Qualifications for Membership. Any person may offer himself or herself as a candidate for membership in this corporation at any worship service of the Church. At the Senior Pastor's discretion, a counseling session in the basic beliefs of the Corporation may be held prior to presenting the candidate to the members of the Corporation for membership. All such candidates shall be presented to the members at any regular meeting of the church membership in any of the following ways:

- (a) By profession of faith and for baptism according to the policies of this corporation;
- (b) By promise of a letter of recommendation from another Southern Baptist church; or
- (c) By a statement of prior conversion experience and scriptural baptism according to the beliefs of this corporation.

Should there be any dissent as to the candidate, such dissent shall be referred to the Board of Directors for investigation. The Board of Directors, in consultation with the Body of Deacons, will make a recommendation to the members within thirty (30) days. A three-fourths (3/4) vote of those members present shall be required to elect candidates into membership.

6.3 Rights of All Members. All members are entitled to vote at all elections and on all questions submitted to the members in all meetings, provided the member is present. Every member of the Church may participate in the ordinances of the Church as administered by the Church.

6.4 Termination of Membership. Membership in the corporation shall be terminated in any of the following ways:

- (a) death of the member;
- (b) transfer of letter to another Baptist church;
- (c) exclusion by action of the Corporation; or
- (d) erasure upon request or proof of membership in another church

By a two-thirds (2/3) vote of the members present at a properly held meeting, a person's Church membership may be terminated when the member's life and conduct is not in accordance

with the membership covenant in such a way that the member hinders the influence of the Church in the community. An excluded person is no longer a member of the corporation. A spirit of Christian kindness and forbearance shall pervade all such proceedings.

6.5 Restoration of Membership. The Corporation may restore to membership any person previously excluded according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, upon the request of the excluded person; the recommendation of the Senior Pastor; evidence of the excluded person's repentance and reformation; and by a three-fourths (3/4) vote of the members present.

6.6 Discipline. It shall be the practice of this Corporation to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Senior Pastor, other members of the staff of the corporation, and deacons are available for counsel and guidance. The attitude of the members toward one another shall be guided by a concern for redemption rather than punishment.

Should some serious condition exist which would cause a member to become a liability to the general welfare of the other members, the Senior Pastor, and the Board of Directors, in consultation with the Body of Deacons, will take every reasonable measure to resolve the problem in accordance with Matthew 18. If it becomes necessary for the Corporation to take action to exclude a member, a two-thirds (2/3) vote of the members present in person at a regular or special meeting is required. The member sought to be excluded is entitled to fifteen (15) days prior written notice of the termination and associated reasons. The member is also entitled to an opportunity to be heard by the Senior Pastor and Board of Directors, either orally or in writing, not less than five (5) days before the effective date of termination.

6.7 Church Membership Meetings. Unless otherwise stated herein, meeting of the Church members shall be held in the main sanctuary of the Church or such other place or places as may be designated from time to time by the Senior Pastor.

(a) Regular Meeting. Regular Church membership meetings shall be held annually. The time and place of the Church membership meetings shall be announced by written notification and from the pulpit at least two Sundays prior to the meeting.

(b) Special Meetings. Special meeting of the members for any purpose may be called by the Senior Pastor or by a two-thirds (2/3) of the members. Special meetings may be called at any time provided notice is given in a regular service prior to the special meeting in accordance with Section 6.8. No matters beyond the announced subject or purpose may be conducted at a special business meeting.

(c) Moderator. The moderator shall establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The Senior Pastor shall serve as the moderator at all Church membership meetings. In the absence of the Senior Pastor at a meeting or if he chooses not to act as moderator, then the Chairman of the Deacons shall act as moderator, or if he is unable to so act, the Vice-Chairman of the Deacons shall act as moderator.

In the absence of these three officers, a meeting should be postponed unless there is urgent business, which cannot be deferred. In such a situation, the Church Clerk shall call the members to order and preside for the election of an acting moderator, and only business which cannot be deferred shall be conducted at the meeting.

(d) Quorum. In all Church membership meetings, the quorum shall consist of those members who attend the membership meeting, provided it is a stated meeting or one that has been properly called.

(e) Voting. All members present in person, may vote on matters of business which are properly presented at any Church membership meeting. A list of members entitled to vote at a meeting and such members' addresses, certified by the Church Clerk, shall be available for inspection at any meeting of members. If the right to vote at any meeting is challenged, the presiding officer may rely on such list as evidence of the right of the persons challenged to vote. A vote of the membership duly taken and recorded shall, by a simple majority, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator.

(f) Proxies. Voting by proxy is prohibited.

6.8 Notice of Special Meetings. Notice of all special meetings shall be given and shall include a general description of the matters to be considered in the meeting. Notice shall be given at least ten (10) days before any special meeting either orally during Sunday worship service or in a worship bulletin.

6.9 Religious Gathering. The annual meeting and special called business meetings of the Dixie Lee Baptist Church are private religious gatherings. Dixie Lee Baptist Church reserves the right to limit attendance to Dixie Lee Baptist Church members and guests, and may take any and all necessary and available actions against disruptive persons.

6.10 Worship Services. The members of the corporation shall meet regularly for the worship of God. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of these services.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Management of the Corporation. All powers which, under the Tennessee Nonprofit Corporation Act, would otherwise be exercised by the Board of Directors shall instead be exercised by the members unless otherwise specifically reserved by the Board of Directors herein.

7.2 Board of Directors. The Board of Directors shall consist of the Senior Pastor and such number of additional Directors as may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Directors shall not be less than three (3). The Senior Pastor shall be a full voting member of the Board of Directors.

7.3 Term of Directors. Each director, other than the Senior Pastor, shall serve a term of three (3) years on a rotation basis, or until his or her successor is elected, appointed, or designated herein.

7.4 Election of Directors. The members shall elect three (3) or more directors who shall serve on the Board of Directors along with the Senior Pastor. A director who has served a three (3) year term shall be eligible for re-election after the expiration of one (1) year following the termination of his or her three (3) year term. Each year the members shall hold an election to fill vacancies of directors whose terms have expired and to add to the directors such numbers as the size of the corporation warrants. In the case of death, removal, or incapacity to serve, the members may elect a director to fill the unexpired term. The Board is responsible for electing its own officers and the chairperson must be a member of the corporation.

7.5 Execution of Documents. Upon a specific vote of the members authorizing each action, any two (2) or more directors may sign any deeds, mortgages, bonds, or other instruments and any contracts or documents made, executed, and delivered in the ordinary course of business or which the members have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the members or these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

7.6 Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of Tennessee, but shall be held at the Church's registered office in Lenoir City, Loudon County, Tennessee if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar remote communication technology, as long as all Directors participating in the meeting can communicate concurrently with each other participant. All Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

(a) **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

(b) **Special Meetings.** A special meeting of the Board of Directors may be called by the Senior Pastor or any three (3) Directors.

(c) **Notice of Special Meetings.**

1) **Manner of Giving.** Notice of the date, time and place of special meetings shall be given to each Director 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 Director or to a person at the Director's office or home who the person giving the

notice has reason to believe will promptly communicate the notice to the Director; (d) by telecopier to the Director'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 Director or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the date, 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 Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.7 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Church.

7.8 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors 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 Directors in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

7.9 Proxies. Voting by proxy is prohibited.

7.10 Duties of Directors. Directors 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. Directors 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 counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors 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.

7.11 Delegation of Duties. The Board of Directors 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 investments 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. Directors have no personal liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

7.12 Interested Parties. Pursuant to the Act and the provisions of Article 15 below, a contract or transaction between the Church and a Director of the Church is not automatically void or voidable simply because the Director has a financial interest in the contract or transaction.

7.13 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director 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 Directors.

7.14 No Compensation. Directors, including the Senior Pastor, shall not receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Church in any other capacity and receive reasonable compensation for those services.

7.15 Removal of Directors other than the Senior Pastor. The membership may vote to remove a Director, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. A Director may be removed by the affirmative vote of a majority of the members. For provisions regarding removal of the Senior Pastor, see Article 8.7.

7.16 Resignation of Directors. Any Director may resign at any time by giving written notice to the Church. 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.

7.17 Church Disruptions. Any person deemed by the Board of Directors 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 Director shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

ARTICLE 8 OFFICERS

8.1 Officers. All officers shall be members of the corporation. The corporation shall have a president, a secretary, a treasurer, a Board of Directors and such other officers as elected by the majority vote of the members. The Senior Pastor shall be the president of the corporation, and shall exercise all of the duties and responsibilities of the president. The Church Clerk shall be the secretary of the corporation, and shall exercise all of the duties and responsibilities of the secretary. The Senior Pastor and the Church Clerk cannot be the same person.

8.2 Election and Term of Office of Senior Pastor. A Senior Pastor shall be chosen and elected by the members whenever a vacancy in the position occurs. The election shall take place at a special meeting of the members. After having heard the candidate pastor speak and been given the opportunity to meet the candidate in an informal gathering, a two-thirds (2/3) vote of the members present is required to elect a Senior Pastor. The Senior Pastor shall hold office until his death, resignation, or removal from office as set forth in Section 8.7 herein.

8.3 Pastor Search Committee. When a vacancy arises in the position of Senior Pastor, the Board of Directors shall nominate a pastor search committee. The Board of Directors shall submit the nominees to the membership for majority approval at a duly called meeting. The search committee members shall be mature Christians who are active members of the corporation and familiar with the Church. The search committee shall be composed of five (5) to seven (7) members who reflect the diversity in membership and programs of the corporation. Employees of the Corporation and more than one (1) member of the same family shall not serve on the search committee. The search committee shall select its own officers and provide regular reports of their efforts to the members of the corporation and shall provide to such members the candidate's credentials and its reasons for recommending the candidate as Senior Pastor at the time recommendation is made to the members.

8.4 Duties of Senior Pastor. The Senior Pastor is responsible for leading the members of the corporation to function as a New Testament church. He will lead the members, the organizations, and the staff of the corporation to fulfill the ministries and programs of the corporation. The Senior Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles set forth in the New Testament. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Church's Board of Directors, and all Church Advisory Teams, to accomplish the purposes of the Church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

8.5 Church Clerk. Upon recommendation of the Board of Directors, the members shall elect a Church Clerk. The Church Clerk shall hold office until his/her death, resignation, or removal from office. The Church Clerk shall: keep the minutes of meetings of the members in one (1) or more books provided for that purpose; shall see that all notices of meetings are duly given according to these Bylaws and Tennessee law; shall be custodian of the corporate records and of the seal of the corporation, if any, and shall see that the seal of the corporation is affixed to documents duly executed on behalf of the corporation; shall keep a register of the mailing address of each member and director as furnished by the member or director, along with dates of admission, termination of membership for any reason set forth in Section 6.4 herein, and a record of baptisms of members; shall be responsible for preparing the annual letter of the corporation to the local Southern Baptist Association; and shall in general perform all duties incident to the office of Church Clerk, and other duties that may from time to time be prescribed by the Senior Pastor or members. The Church Clerk may delegate some of the clerical responsibilities to a secretarial employee of the corporation.

8.6 Treasurer. Upon recommendation of the Board of Directors, the members shall elect a Treasurer. The Treasurer shall hold office until his/her death, resignation, or removal from office. The Treasurer shall: receive, preserve, and pay expenses that have been approved and budgeted by the corporation and purchases made by authorized personnel for purposes related to the corporation; keep at all times an itemized account of all receipts and disbursements; render to the members at each monthly meeting an itemized report of the receipts and disbursements of the preceding month; keep and preserve the annual financial report, a copy of which shall be delivered by the Treasurer to the Church Clerk, as part of the permanent records of the corporation; and shall in general perform all duties incident to the office of Treasurer and such other duties that may from time to time be prescribed by the Senior Pastor or by the members. Whenever authorized personnel make purchases related to the corporation, it shall be the duty of such person to promptly provide receipts, invoices, and similar documentation to the Treasurer with the purpose of the purchase and the name of the purchaser noted.

8.7 Removal of Senior Pastor-President. Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of all the membership of the Church present in person at any special meeting duly noticed pursuant to Section 6.8 of these Bylaws. Such vote shall be made by secret ballot. 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.

8.8 Removal of Other Officers. All other officers may be removed, with or without cause, by a majority vote of the members at a duly called meeting.

8.9 Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. 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 DEACONS

9.1 Deacons. The corporation shall have a Body of Deacons composed of no fewer than nine (9) deacons. The members shall elect deacons by ballot at a special meeting. Each deacon shall serve, on a rotation basis, a term of three (3) years. After the expiration of one (1) year following the termination of a three (3) year term, a deacon shall be eligible for reelection. The members may add to the deacons such members as the size of the Corporation warrants. Any deacon candidate not previously ordained shall be ordained prior to becoming a serving deacon. The members shall have no obligation to elect as a serving deacon one who has been a deacon in another church; however, if the deacon is elected by the members, the previous ordination by another church of like faith and order shall suffice. In order to be elected as a serving deacon, a person must have been a member of the corporation for the previous twelve (12) months.

9.2 Duties of the Body of Deacons. The duties of the deacons are to be servants of the members, in accordance with the meaning of the work and practice in the New Testament. The Deacons shall have no corporate authority or right to manage the affairs of the Church. The deacons shall serve with the Senior Pastor and staff of the Church in performing the ministries and programs of the Church. Based upon the vote of the members, the deacons are also responsible for determining that all deacon candidates are willing to serve and are qualified based on the scriptures and these Bylaws before the candidates' assignment to the Body of Deacons is announced.

9.3 Vacancies. Vacancies on the Body of Deacons may be filled by election at any duly called meeting of the members. Any person elected to fill a vacancy shall serve the remainder of the term to which his predecessor was elected.

9.4 Officers. The Body of Deacons shall elect a chairman, vice-chairman, and secretary. Each officer shall begin serving upon elections, and shall serve a term of one (1) year.

ARTICLE 10 COMMITTEES

10.1 Committees. Any person who serves on a committee of the corporation shall be a member of the corporation. All committee members, regardless of the type of committee, shall be recommended by the Nominating Committee and elected by the members of the corporation unless otherwise specified within these Bylaws.

10.2 Permanent Committees. The corporation shall have the following permanent committees:

- a) Church Council;
- b) Building and Grounds Committee;
- c) Finance Committee;
- d) Nominating Committee;
- e) Personnel Committee

No person shall be elected to serve on more than two (2) permanent committees at the same time. After serving a term of three (3) years, a permanent committee member shall be eligible for reelection after the expiration of one (1) year following the termination of the committee member's three (3) year term. To assure continuity on each permanent committee, one-third (1/3) of the committee members shall be elected each year. The responsibilities, membership and some procedures of the permanent committees are as follows:

- (a) **Church Council.** The Church Council shall serve as the Committee on Committees over all special and regular committees. The Church Council shall be responsible for recommending the creation and, in the case of special committees, the disbanding of committees; the number of members on each; and the purpose and responsibilities of all special and regular committees.
- (b) **Building and Grounds Committee.** The Building and Grounds Committee shall assist the corporation in matters related to the administration of corporation property. The Building and Grounds Committee shall have a minimum of six (6) members and is responsible for selecting its own officers and meeting as often as necessary to fulfill its responsibilities, but its members shall meet at least quarterly. Its duties shall include such areas as maintaining all corporation properties for ready use, recommending policies regarding the use of properties, consulting with the Personnel Committee and the staff of the corporation regarding the needs for, and employment of, maintenance personnel, and regarding the assignment of supervisory responsibility to appropriate personnel. The Building and Grounds Committee shall also be responsible for identifying building and grounds needs, providing an annual budget request for maintenance and improvements for the next fiscal year to the Finance Committee, and operating within the approved maintenance and improvement budget.
- (c) **Finance Committee.** The Finance Committee shall be composed of the Treasurer, the Assistant Treasurer, and three (3) persons elected from the membership. The Finance Committee shall select its own officers and meet as often as necessary, but not less than semi-annually, to fulfill its responsibilities; develop and recommend an annual unified budget for the corporation using sound principles of financial management; monitor giving by members of the corporation and spending by the corporation in comparison to the approved budget, and make recommendations as needed based on this monitoring; advise and recommend regarding the administration of the gifts of members; work with

the Treasurer in the preparation and presentation to the members of required reports regarding the financial affairs of the corporation; and shall be responsible for maintaining a system of accounting that will adequately provide for the handling of all funds of the corporation.

(d) Nominating Committee. The Nominating Committee shall have six (6) members. It shall also be responsible for selecting its own officers and meeting as often as necessary to fulfill its responsibilities. The Nominating Committee shall coordinate the staffing of all church leadership positions filled by volunteer workers, unless otherwise specified herein. A full slate of volunteer workers, who have accepted the invitation to serve if elected, shall be presented to the members of the corporation for election prior to the beginning of the fiscal year. Replacement workers shall be recruited and presented promptly as vacancies occur. All volunteer workers shall be members of the corporation and shall be approved by the Nominating Committee before they are approached for recruitment. An exception may be provided for the Board of Directors as approved by the members of the corporation.

(e) Personnel Committee. The Personnel Committee shall have three (3) to five (5) members, meet as often as necessary to fulfill its responsibilities, but at least quarterly, and shall be responsible for selecting its own officers. The Personnel Committee shall assist the corporation in matters relating to employed (compensated) personnel administration, including those called by action of the members of the corporation, determine employed staff needs, maintain current job descriptions and policies, recommend salary changes for all staff members to the Finance Committee, and shall conduct exit interviews when a staff member leaves.

10.3 Special Committees. The members may create by vote special committees from time to time. A special committee is any committee created to exist for a limited time or for a purpose that will result in the completion of its purpose and the disbanding of the committee.

10.4 Authority of Committees. No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a director or officer of the Church; (i) approve any transaction to which the Church is a party and which involves a potential conflict of interest as defined in Section 15, below; (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Act.

The Senior Pastor shall serve as an ex officio member of all Committees and may designate someone to attend on his behalf if he is unavailable for any reason.

10.5 Quorum. One half the number of members of a Committee shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough 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 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.

10.6 Actions. Committees shall try to take action by consensus. However, the vote of a majority of 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 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 11 CHURCH COUNCIL

11.1 Church Council. Regular members of the Church Council shall be staff ministers, the chairperson of the Building and Grounds Committee, the chairperson of the Finance Committee, the chairperson of the Nominating Committee, the chairperson of the Personnel Committee, the chairperson of the Special Events Committee, the chairperson of the Board of Directors, the Baptist Men's Organization Director, the Baptist Women's Organization Director, chairperson of the Education Council, and the chairperson of Deacons. All members of the Church Council must be members of the corporation. The Church Council shall meet at least quarterly. The council elects its own officers.

11.2 Duties of the Church Council. The Church Council shall: assist the Senior Pastor in planning, coordinating, conducting, and evaluating the ministries and programs of the corporation and its organizations; recommend to the members of the corporation suggested objectives and church goals; review and coordinate ministry and program plans recommended by church officers, organizations, and committees; recommend to the corporation the use of leadership, calendar time, and other resources according to program priorities; and evaluate achievements in terms of church objectives and goals. All matters agreed upon by the Church Council which call for action not already approved by the members of the corporation shall be referred to the members for approval or disapproval.

ARTICLE 12 CHURCH ORDINANCES

12.1 Baptism. This church shall baptize any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly at any worship service, and who indicates a commitment to follow Christ as Lord.

- (a) Baptism shall be by immersion in water.

- (b) The Senior Pastor, ordained staff members, or a deacon, shall administer baptism.
- (c) Baptism shall be administered as an act of worship during any worship service of the church.
- (d) New believers should be encouraged to follow the New Testament examples and be baptized soon after following Christ.

12.2 The Lord's Supper. The members shall observe the Lord's Supper at least quarterly. The Lord's Supper shall be served to all believers. The Senior Pastor, or ordained staff member, and deacons shall administer the Lord's Supper. The deacons shall be responsible for the physical preparation of the Lord's Supper.

ARTICLE 13 CONTRACTS, LOANS, CHECKS, AND DEPOSITS

13.1 Contracts and Legal Instruments. The members may authorize any officer to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instances.

13.2 Loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authority is specifically given by a resolution of the members. Such authority may be general or confined to specific instances.

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

13.4 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 Directors selects.

13.5 Gifts. The Church may accept 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 members may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

13.6 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 a congregation 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 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 (or the corresponding provision of any future United States Internal Revenue Code), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan proposed by the Board of Directors and approved by the two-thirds (2/3) vote of the membership ; 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 corporation 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 Statement of Faith and basic form of Government.

ARTICLE 14 WHISTLEBLOWER POLICY

14.1 Purpose. The Church requires all of its Directors, 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 Director, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Directors, 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 Directors 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.

14.2 Procedure.

(a) **Reporting Responsibility.** It is the responsibility of all of the Church’s Directors, 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 Director, 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 Director, 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 Body of Deacons or Board of Directors. The director or deacon is required to report suspected violations directly to the entire Board of Directors.

(d) **Accounting and Auditing Matters.** The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Directors 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 director or deacon to whom the complaint was made shall provide the complaint to the entire Board of Directors. The Board of Directors 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 Directors shall receive a report on each complaint and a follow-up report on action taken.

(g) **Handling of Reported Violations.** The director or deacon 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 he or she has been retaliated against in violation of this Policy shall follow the same procedures as he or she did when he or she filed the original complaint.

14.3 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 Directors recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and morale 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 15 CONFLICT OF INTEREST POLICY

15.1 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 director 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.

15.2 Definitions.

(a) Interested Person. Any director, principal officer, or member of a committee with powers delegated by the Board of Directors, 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.

15.3 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 Directors.

(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 meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board 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 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 Directors 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 Directors 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 Directors shall determine by a majority vote of the disinterested directors 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 Directors 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 Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

15.4 Records of Proceedings. The minutes of the Board of Directors 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 Director's 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.

15.5 Compensation.

(a) A voting member of the Board of Directors 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 Directors 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 16 INDEMNIFICATION

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

(a) **Mandatory Indemnification.** To the maximum extent permitted by the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date 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 Section 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 director (either elected or ex-officio) or officer of the Corporation, 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 director or officer of the Church; and
- 2) The director 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 director or officer did not meet the standard of conduct herein described.

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

ARTICLE 17 BOOKS AND RECORDS

17.1 Required Books and Records. The Church shall keep correct and complete books and records of account. All records of the corporation are property of the corporation and shall be kept in the principal office of the corporation.

17.2 Fiscal Year. The fiscal year of the corporation shall begin on September 1 and end on August 31 of the following year.

17.3 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 Directors.

17.4 Budget. After receiving the funding recommendations from the various church organizations and salary recommendations for employees of the corporation from the Personnel Committee, the Finance Committee shall then prepare and submit to the members of the corporation an annual church budget for approval, indicating by items the amount budgeted. It is understood that membership in this corporation includes a biblical financial obligation to support the corporation and its causes with regular tithes and offerings.

17.5 Accounting Procedures. All funds received for any and all purposes shall be properly recorded in the financial records of the corporation. The only exception to the foregoing procedure shall be small funds maintained by classes and organizations. Those persons who have responsibility that involves actual handling of funds shall be insured or bonded as the Board of Directors deems appropriate, with the corporation paying the bond or insurance fees.

ARTICLE 18 MISCELLANEOUS PROVISIONS

18.1 The Holy Bible. The Holy Bible referred to in these Bylaws is the Old and New Testament of the Christian Faith and any translation which may be adopted or used by the Corporation.

18.2 Amendments to Bylaws. These Bylaws may be amended or repealed, and new bylaws or a new constitution may be adopted, by the members. An amendment or repeal of the bylaws shall be approved by two-thirds (2/3) of the votes cast at a duly called meeting of the members. The proposed amendment must be presented in writing at the monthly meeting preceding the meeting at which the proposed amendment shall be voted upon and copies of the proposed amendment shall be furnished to each member present at such preceding meeting. Notice of any proposed bylaw amendment must be given ten (10) days before the meeting either orally during a Sunday worship service, in a worship bulletin, or in the church newsletter. The

notice should include a copy or summary of the amendment or state the general nature of the amendment.

18.3 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Tennessee. All references in the Bylaws to 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.

18.4 Seal. The Board of Directors may provide for a corporate seal.

18.5 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.

18.6 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, Directors, 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.

18.7 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, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set

forth in the Bylaws of the Church, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 19 EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, 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 Directors only needs to be given to those Directors for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Board of Directors may be deemed Directors 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 Director, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including: (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. 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 Dixie Lee Baptist Church and that the foregoing Amended Bylaws constitute the Bylaws of the Church. These Amended Bylaws were duly adopted by two-thirds (2/3) of the members of the Church dated

_____.

DATED: _____

By: _____

Name: _____

Title: Secretary