

Bylaw Amendments

Per Article 1.02 of the existing bylaws, Investors do not vote on changes to governance itself but vote on changes to the bylaws. This section includes additions and amendments that are proposed to go before Investors. In addition to changes related to the topic of Apostolic Overseers, some other changes and updates are included that are in need of adjustment to reduce the need for additional votes in the near future and shore up weak places in our bylaws. These changes allow the church to be better protected and each role better defined. All conflicting or competing language, definitions, and understandings will be stricken from the current bylaws. These changes include the following:

- Up to now, Renovation Church has had both a Constitution and Bylaws, but only one governing document is required by law and common for non-profits. To reduce any confusion with having two governing documents, the proposed Bylaws add necessary parts of the Constitution to the Bylaws, and the Constitution is hereby eliminated.
- Name and Principal Office Location (Article I; new section, general legalese that was previously missing);
- Statement of Faith (Article II, previously, the theological statement was only a part of the Constitution, and it was incomplete without recent doctrinal position on marriage, gender, and sexuality. Including this section in bylaws makes us more in line with other churches' bylaws);
- General Provisions (Article III, new section, outlines general reasons for Renovation's existence and limitations upon its powers)
- Membership (Article IV, formerly Article I, edited primarily to change "Covenant Missionary" to "Investor" and clarify what Investors can vote upon)
- Church Government (Article V, formerly Article II, this is where the Overseers and other governing changes are located)
- Prior version had limited details on the roles/responsibilities of elders, especially as split out by function. Articles VI-XII now articulate detail on the Senior Pastor, Elders, Varying Roles of Elders, Executive Ministry Team, Overseers, Senior Pastor Leadership Team, and Committees/Advisory Teams. Some of the changes are due to the Overseer change, while others are documenting/updating things that need to be done. One change of note that is somewhat unrelated to this is the recommendation of three-year, renewable terms for elders to allow for rolling on/off during seasons of life.
- Whistleblower Policy (Article XIII)
- Dissolution (Article XIV)

- Ordination and Licensing, Church Discipline, Annual Independent Financial Audit, Indemnification, and Administrative Provisions are all included as is from current Bylaws with updated Article numbers (XV-IXX)
- Miscellaneous Provisions (Article XI)

AMENDED AND RESTATED BYLAWS OF RENOVATION CHURCH

The name of the corporation is RENOVATION CHURCH OF ATLANTA, INC, Doing Business As (DBA) RENOVATION CHURCH. The corporation is organized pursuant to the Georgia Nonprofit Corporation Code. The Corporation is organized exclusively for charitable, religious and religious-educational purposes, including for in-kind purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code which governs non-profit corporations.

ARTICLE I: NAME AND PRINCIPAL OFFICE

The name of this religious nonprofit organization is RENOVATION CHURCH. The principal office of the Church in the State of Georgia shall be located at 120 RALPH MCGILL BLVD SE. The Officers of the Church, shall have full power and authority to change any office from one location to another, either in Atlanta, Georgia or elsewhere. The Church shall comply with the requirements of the Law and maintain a registered office and registered agent in Georgia. The registered office may be, but need not be, identical to the Church's principal office in Georgia. The Officers may change the registered office and the registered agent as provided in the Law.

ARTICLE II: STATEMENT OF FAITH

“In the essentials unity, in the non-essentials diversity, in all things charity.” – Rupert Meldenzie

This is not a new church, but rather a new expression of an ancient movement that has shaped and marked even the measurements of time. We are joining the story of thousands of people through thousands of years who have engaged and given their lives for the true and living God. We are now simply woven into the tapestry of many expressions of one truth, that Jesus is Lord, and we will live for this truth with passion and grace. We submit to the classic creeds of our faith such as The Creed of Nicaea, it is in their footprints that we affirm:

God Is One

There is one God: infinite, eternal, almighty and perfect in holiness, truth and love. In the unity of the godhead, there are three persons, Father, Son and Holy Spirit, co-existent, co-equal, and co-eternal who know, love, and glorify one another. This one true and living God is infinitely perfect both in his love and in his holiness. He is the Creator of all things, visible and invisible, and is therefore worthy to receive all glory and adoration. One God in three persons — Father, Son and Holy Spirit — is the foundation of Christian faith and life (Deuteronomy 6:4; 2 Corinthians 13:14).

Humanity Rebelled

God made humankind, male and female, as the crown of creation, and the bearers of His image, that humankind might have fellowship with Him. Tempted by Satan, and succumbing to the idolatry in their hearts, humans rebelled against God. Being estranged from their Maker, yet responsible to Him, they became subject to divine wrath, inwardly depraved and apart from a special work of grace, utterly incapable of returning to God. This depravity is radical and pervasive. It extends to the mind, will and affections. Unregenerate humans live under the dominion of sin and Satan. They are at enmity with God, hostile toward God, and hateful to God. Fallen, sinful people, whatever their character or attainments, are lost and without hope apart from salvation in Christ (Genesis 1:26, 27; Romans 3:22, 23; 5:12; Ephesians 2:1–3, 12).

The Gospel is Good News

The good news is revealed in the birth, life, death, resurrection and ascension of Jesus. Christ's crucifixion is the heart of the gospel, His resurrection is the power of the gospel and His ascension is the glory of the gospel. Christ's death is a substitutionary and propitiatory sacrifice to God for our sins, our brokenness and the darkness of our hearts. It satisfies the demands of God's holy justice and appeases His holy wrath. It also demonstrates His mysterious love and reveals His amazing grace. Christ's crucifixion is the heart of the gospel, and Jesus Christ is the only mediator between God and humankind.

There is no other name by which one must be saved. At the center of all sound doctrine stands the death and resurrection of Jesus Christ and the infinite privilege that redeemed sinners have of glorifying God because of what He has accomplished. Therefore, we want all that takes place in our hearts, churches and ministries to proceed from and be related to the cross and resurrection. (1 Corinthians 15:1–4).

Humankind Must Respond to the Gospel

The proper response to the gospel is faith in the person and work of Jesus Christ, a faith that is naturally accompanied by repentance from sin and commingled with works. Biblical repentance is characterized by a changed life, and kingdom service. Neither repentance nor works save. Yet the cost of discipleship is one's life: one must deny oneself, die to self, and pick up their cross and follow Christ. We believe that those who are truly redeemed are kept by God's power and are thus secure in Christ forever. The gospel of grace is to be sincerely preached to all people in all nations (Romans 8:30; Romans 9:6-13; John 6:37-40; 10:27-30; Romans 8:1, 38, 39; 1 Corinthians 1:4-8; 1 Peter 1:5; 2 Peter 1:10).

Sanctification is our Growing in Christlikeness

The Holy Spirit is the active agent in our sanctification and seeks to produce His fruit in us as our minds are renewed and we are conformed to the image of Christ. We are continually becoming, and though indwelling sin remains a reality, as we are led by the Spirit and we grow in the knowledge of the Lord, we begin to long to keep His commandments and endeavor to live in such a way as to be counter-cultural; and as such all people see the change in our lives, the implications of the gospel lived out, and are drawn to glorify our Father who is in heaven. All believers are exhorted to persevere in the faith knowing they will have to give an account to God for their every thought, word and deed. The spiritual disciplines, especially Bible study, prayer, worship and confession, are a vital means of grace in this regard. Nevertheless, the believer's ultimate confidence to persevere is based in the sure promise of God to preserve His people until the end (1 Thessalonians 4:3-7; 2 Corinthians 3:18; Hebrews 10:14).

We are Gifted & Empowered by the Spirit

In addition to affecting regeneration and sanctification, the Holy Spirit also empowers followers of Jesus for Christian witness and service, the edification of the body, and the extending of the Kingdom through the Church. The promise of the Father is freely available to all who believe in Jesus Christ, thereby enabling them to exercise the powers of the age to come in ministry and mission. The Holy Spirit desires continually to fill each believer subsequent to conversion with increased power for Christian life and witness. He imparts supernatural gifts for the edification of the Body and for Christ's mission in the world. All the gifts of the Holy Spirit at work in the Church of the first century are available today, are vital for the mission of the church, and are to be earnestly desired and practiced. However, the purpose of the gifts are not for indicating a deep spiritual experience or hierarchy, but are meant to continually compel the believer towards mission (Acts 1:4-5, 8; Acts 8:12-17; Acts 10:44-47; Ephesians. 5:18; 1 Corinthians 12; 1 Corinthians 1:7-8; 1 Corinthians 14:1).

The Church is an Eternal Entity

God by His Word and Spirit creates the Church, calling sinful people out of the whole human race into the fellowship of Christ's Body. By the same Word and Spirit, He guides and preserves that new redeemed humanity. The church is not a religious institution or denomination. Rather, the Church universal is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The Church exists to worship and glorify God the Father, Son and Holy Spirit by serving Him and faithfully doing His will in the earth. This involves a commitment to see the gospel preached and churches planted in the entire world as a testimony to all nations. The ultimate mission of the Church is worship and the means by which this is accomplished is the making of disciples through the preaching and embracing of the gospel. When God transforms human nature, this then becomes the chief means of society's transformation, as the Kingdom of God finds expression and is made visible through His Church and presses it forth in society. Upon conversion, newly redeemed men and women are added to a local church in which they devote themselves to teaching, fellowship, the Lord's Supper and prayer. All members of the Church universal are to be a vital and committed part of a local church. In this context, they are called to walk out the New Covenant as the people of God and demonstrate the reality of the kingdom of God. The ascended Christ has given gift ministries to the church (including prophets, evangelists, pastors and teachers) for the equipping of Christ's body that it might mature and grow. Through the gift ministries, all members of the church are to be nurtured and equipped for the work of the ministry.

In the context of the local church, God's people receive pastoral care and leadership and the opportunity to employ their God-given gifts in His service in relation to one another and to the world (Ephesians 1:22, 23; 5:25–27; 1 Corinthians 12:12–14; 2 Corinthians 11:2; Acts 13:1–4; 15:19–31; 20:28; Romans 16:1,4; 1 Corinthians 3:9, 16; 1 Corinthians 5:4–7, 13; 1 Peter 5:1–4).

The Scriptures are Infallible

We accept the Bible, including the 39 books of the Old Testament and the 27 books of the New Testament, as the written Word of God. The Bible is the only essential and infallible record of God's self-disclosure to mankind. It leads us to salvation through faith in Jesus Christ. Being given by God, the Scriptures are both fully and verbally inspired by God. Therefore, as originally given, the Bible is free of error in all it teaches. Each book is to be interpreted according to its context and purpose and in reverent obedience to the Lord who speaks through it in living power. All believers are exhorted to study the Scriptures and diligently apply them to their lives. The Scriptures are the authoritative and normative rule and guide of all Christian life, practice,

and doctrine. They are totally sufficient and must not be added to, superseded, or changed by later tradition, extra-biblical revelation, or worldly wisdom. Every doctrinal formulation, whether of creed, confession, or theology must be put to the test of the full counsel of God in Holy Scripture (2 Timothy 3:16, 17; 2 Peter 1:20, 21; Matthew 5:18; John 16:12, 13).

The Sacraments are Ordained by God

We believe that the Lord Jesus himself ordains baptism and the Eucharist as the sacraments of His church. The former is connected with entrance into the new covenant community, the latter with ongoing covenant renewal. Together they are simultaneously God's pledge to us, divinely ordained means of grace, our public vows of submission to the once crucified and now resurrected Christ, and anticipations of his return and of the consummation of all things (Matthew 28:19, 20; Acts 2:41, 42; Acts 18:8; 1 Corinthians 11:23–26).

All Creation will be Restored

The Restoration of all things includes the visible, personal and glorious return of Jesus Christ, the resurrection of the dead and the translation of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth.

In the Restoration, Satan with his hosts and all those outside Christ are finally separated from the benevolent presence of God, enduring eternal punishment; but the righteous, in glorious bodies, shall live and reign with Him forever. Married to Christ as His Bride, the Church will be in the presence of God forever, serving Him and giving Him unending praise and glory. Then shall the eager expectation of creation be fulfilled and the whole earth shall proclaim the glory of God who makes all things new (Matthew 24:30-31; Acts 1:10-11; Romans 8; Hebrews 9:28; Revelation 21:5; Revelation 22:12;20).

Statement on Marriage, Gender and Sexuality

Renovation Church believes that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God (Gen 1:26-27, Ps 139:13-16). Rejection of one's biological sex is a rejection of the image of God within that person. We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture (Gen 2:18-25). We believe that God intends sexual activity be engaged in, inside of a marriage, between a man and a woman who are married to each other (1 Cor 6:18; 7:2-5; Heb 13:4). We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality (including adultery, fornication, homosexual sexual activity, bisexual sexual activity, bestiality, incest and use of pornography) is sinful and offensive to God (Matt 15:18-20; 1 Cor 6:9-10).

We believe that in order to preserve the function and integrity of Renovation Church as the local Body of Christ, and to provide a biblical role model to her people, members and the community, it is imperative that all persons employed by Renovation Church in any capacity, or who lead in any capacity, agree to and abide by this Statement on Marriage, Gender, and Sexuality (Matt 5:16, Phil 2:14-16; 1 Thess 5:22).

We believe that God offers redemption and restoration to all who confess and forsake their sins, seeking His mercy and forgiveness through Jesus Christ (Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11).

We believe that every person must be afforded compassion, love, kindness, respect and dignity (Mark 12:28-31; Luke 6:31). Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines or values of Renovation Church.

ARTICLE III: GENERAL PROVISIONS

1. Purposes.

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

- Minister the Word of God;
- Conduct regular religious worship services through various forms of ministries;
- Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
- Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;

- Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
- Maintain local Church and missionary facilities to propagate the gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- Conduct a school for ministers and leaders;
- License and ordain qualified individuals including graduates of ministerial schools;
- To collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment its purpose within the State of Georgia and elsewhere around the world; and
- To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

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

2. Powers and Restrictions.

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

- A. The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, elders, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of

Incorporation and these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- B. In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- C. The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE IV: MEMBERSHIP

Membership, referred to as being an “Investor,” with Renovation Church of Atlanta, Inc. is first precipitated on one becoming a genuine follower of Jesus Christ through having responded by faith by the drawing of the Spirit to the message of the gospel. In addition, thereto:

Investors shall have completed all of the requirements of membership as defined by the elders; and Investors shall have signed the church Investor Covenant, thus committing themselves to the responsibilities therein assigned.

1. Responsibilities

The responsibilities are outlined within the church’s Investor Covenant.

- A. The Investors of the church shall be solicited for their voice and view, through a vote, on especially weighty church decisions, including, but not limited to (a) indebtedness associated with the purchase or construction of real estate; (b) acceptance of an amended or restated constitution or bylaws; (c) merger or dissolution of the Church; and (d) other actions deemed major and extraordinary by the elders. Congregational votes will have influence on the elder decision-making process, but are not the final authority. As an elder-governed church, the final authority on these matters rests with the elders.
- B. In regards to the appointment of new Elders, Investors shall be notified a period of not less than ten (10) days prior to the existing Elder team’s vote upon an elder candidate’s appointment to allow for him/her to raise concerns.
- C. All items above will be communicated to the church not less than ten (10) days prior to the vote and afterwards as well. Comments received from the church will be considered on a case-by-case basis.

2. Removal

Members of the church will be removed from membership for reasons of (a) death; (b) the member’s request for removal; (c) a transfer request of membership to another church; (d) inactive attendance of a regular worship service of this church in the preceding six (6) months unless waived by the Elders; or (e) the Elders’ decision based upon the process of Church Discipline Guidelines for the cause of unrepentant sin.

The Elders may terminate a person's Church membership when, in the opinion of the Elders, 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. Dismissal of Church membership shall require the majority vote of the Elders.

3. Restoration of Membership.

Dismissed members may be restored by the Elders according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when their life-styles are judged to be in accordance with the membership covenant. Restoration of Church membership shall require the vote of two-thirds (2/3) of the Elders.

ARTICLE V: CHURCH GOVERNMENT

The Church seeks to be led by the Holy Spirit in all things, but the Senior Pastor, the Elders, the Executive Ministry Team, the Officers, the Overseers, the Senior Pastor Leadership Team, and the Investors all have a certain role in the Church's government.

A. Role of the Senior Pastor

The Senior Pastor has executive and supervisory leadership over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church (as described in Article VI).

B. Role of the Executive Ministry Team (E.M.T.)

The E.M.T., as an elected, commissioned group from amongst the larger body of Non-Staff Elders, are to serve the Church by affirming the annual budget and any amendments, receiving and responding to quarterly reports of ministry progress toward affirmed budgetary goals, and approving other major financial commitments of the Church (as described in Article IX).

C. The Relationship Between the E.M.T. & Senior Pastor

The role of the Senior Pastor is to give effective leadership to the EMT. He is to function as a leader of leaders, exemplifying servanthood in this role. As leader of the team he is to act as the team's Moderator, or First Among Equals, assuming responsibility and authority for the preservation of order and the proper and expeditious conduct of all

business, and for convening and adjourning the team meetings (as described in Article IX).

D. Role of the Elders

The Elders are to serve the church through influence and investment. The Elders lead in consistent private and corporate prayer. They provide consistent care for leaders under their care, particularly for group leaders. The Elders shepherd the people of God in their parish and area of care (as described in Article VII).

E. Role of the Deacons

The Deacons are to serve the Church in accordance with those certain roles and responsibilities as may be determined from time to time by the Senior Pastor, the E.M.T., or by such persons designated by the E.M.T. or Senior Pastor.

F. Role of the Officers

The Officers are to serve the Church as directors of the Corporation known as Renovation Church of Atlanta, Inc. as the term is defined and used in the Georgia Nonprofit Corporation Code.

G. Role of the Senior Pastor Leadership Team

The Senior Pastor Leadership Team serves in both spiritual and staff leadership capacities, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral team. They provide counsel to the Senior Pastor and execute the vision, mission, and strategy of the church through their jobs and the teams they lead. The church's First Lady and the Women's Minister shall also serve on this team (as described in Article XI).

H. Role of the Investors

The Investors of the Church support the senior pastor, staff, and elders in fulfilling God's given vision and mission. Investors influence the spiritual tone, strength, and the direction of the body of believers (as described in Article IV).

I. Role of the Overseers (Apostolic Elders)

The Overseers shall provide Apostolic Oversight to the Senior Pastor, the Elders, and the church. They are charged with protecting the church through counsel, prayer, and if required, the discipline of the Senior Pastor, as outlined in Articles VI and X.

All duties not explicitly assigned to Overseers shall rest with the Elders or Senior Pastor Leadership team, with respect to both what is historically normative and/or duly prescribed herein.

ARTICLE VI: THE SENIOR PASTOR: PRESIDENT AND CHIEF EXECUTIVE OFFICER

1. The Office of the Senior Pastor: Dual and Concurrent Responsibilities.

The Church finds its headship under the Lord Jesus Christ and its senior leadership in its Senior Pastor. The Senior Pastor shall have executive and supervisory leadership over and shall be responsible for directing all of the ministries and spiritual activities of the Church. Concurrently, the Senior Pastor shall serve as the President and Chief Executive Officer of the Corporation and shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

Because the Church has two simultaneous and complimentary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church's functions and activities (the Corporation), it is the Senior Pastor that bridges the gap between these dual and concurrent expressions. The Senior Pastor is primarily responsible for the spiritual life of the Church, and at the same time, he must be in the position to ensure the Church's corporate health and that its resources are directed toward the ministries fit and in furtherance of the Church's best interests.

2. Duties and Responsibilities.

The Senior Pastor is responsible to lead the Church in accordance with Biblical principles to accomplish the New Testament purposes of the Church and his duties require that he:

- A. Provide Biblical vision and direction for the congregation;
- B. Serve as the leader of the church body of believers, the church staff, all church organizations, all church ministries, the E.M.T., the Elders, and all Church Advisory Committees, with the exception of the Independent Compensation Committee (As defined in Article XII), to accomplish the New Testament purposes of the Church;
- C. Define and communicate the church's purpose;
- D. Administer and coordinate the day-to-day ministry to the congregation and administration and operations of the church;

- E. Nominate and recommend removal of Overseers (pursuant to majority vote of Non-Staff Elders per Article IX);
- F. Appoint, direct, oversee and remove Senior Pastor Leadership Team Members;
- G. Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of Senior Pastor Leadership Team Members and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry of the body of believers;
- H. Select individuals who will help to assist in the business operations of the Corporation;
- I. Hire, direct, oversee, and terminate church staff as he deems necessary to help administrate the affairs of the church;
- J. 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 and Chief Executive Officer of a corporation.

3. Senior Pastor's Spiritual Leadership.

In his role as Senior Pastor, he may work with the Elders, the Senior Pastor Leadership Team Members, the Overseers or anyone else serving in any five-fold ministry offices (as outlined in Ephesians 4:11-13) in a way that is both Biblical and consistent with these Bylaws, the Articles of Incorporation and the Law. In addition, the Senior Pastor shall budget monies, hire staff, develop projects or ministry, and create small groups or other specialized ministries according to his convictions and Biblical understanding.

He shall have the authority to appoint and approve anyone that can assist in what he deems necessary to properly carry on the work of the Church.

4. Senior Pastor's Responsibility for Worship Services.

The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church owned facilities are to be determined by the Senior Pastor, or his designee. No person shall be invited to speak, teach or minister at a service held in Church-owned or leased facilities, or in the name of the Church, without the specific approval of the Senior Pastor, or his designee.

5. The Senior Pastor's Role with the E.M.T.

The role of the Pastor is to give effective leadership to the E.M.T.. He is to function as a leader of leaders, exemplifying servanthood in this role. As leader of the team, he is to act as the team's Moderator, or First Among Equals, assuming responsibility and authority for the preservation of order and the proper and expeditious conduct of all business, and for convening and adjourning the team meetings.

The Senior Pastor shall have the exclusive right to make nominations of candidates from the amongst the broader Elder Team to serve on the E.M.T., and present his nominee(s) to the Non-Staff Elders for affirmation and commissioning. (as described in Article IX).

6. Senior Pastor's Role in Administration.

The Senior Pastor, as the President and Chief Executive Officer of the Corporation, or his designee, shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church. The Senior Pastor shall be responsible for hiring, directing, disciplining, and dismissing staff members. The Senior Pastor, or his designee, shall, in accordance with IRS guidelines for nonprofit organizations, determine and establish salaries and pay scales for all salaried employees (excluding his salary and those of his family members). The Senior Pastor's, or his designee's, final determination of salaries and pay scales shall be reviewed and approved annually by the Independent Compensation Committee (as described in Article XII).

- The Senior Pastor/CEO must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the receiving, processing, and disbursing of funds; and that financial and non-financial assets are appropriately protected.
- Financial Controls: The Senior Pastor/CEO must exercise care in the accounting for and protecting the financial assets of the organization. To that end, the Senior Pastor/CEO is expected to incorporate generally accepted principles of accounting and internal controls in the financial systems that are employed in the organization. In addition, the Senior Pastor/CEO may not:
 - Receive, process, or disburse funds in an unethical or unaccountable manner;
 - Approve an unbudgeted expenditure or commitment of \$50,000 without approval of the E.M.T.;
 - Allow cash assets to fall below six months of operating expenses; or
 - Hire Staff that exceeds the previously presented Staffing budget without E.M.T. approval.
- Asset Protection: The Senior Pastor/CEO may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the Senior Pastor/CEO may not:

- Fail to ensure against theft and casualty losses to at least 80 percent replacement value, and against liability losses to Elders, Staff, or the organization itself beyond the minimally acceptable prudent level;
 - Allow non-bonded personnel access to material amounts of funds;
 - Subject office and equipment to improper wear and tear or insufficient maintenance;
 - Unnecessarily expose the organization, its Board, or Staff to claims of Liability;
 - Make any major purchase of over \$50,000 without sealed bids or other demonstrably prudent acquisition of quality goods, or any purchase of over \$100,000 without written record of competitive prices, or any purchase wherein normally prudent protection has not been given against conflict of interest; or
 - Acquire, encumber, or dispose of real property without E.M.T. approval, and any other binding strictures as outlined in these By-Laws.
- Investment Principles: The Senior Pastor/CEO may not invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in noninterest-bearing accounts except where necessary to facilitate ease in operational transactions.
 - Fundraising: The Senior Pastor/CEO must develop and maintain a fundraising strategy that is ethical and aligns with generally accepted strategies of churches. Such a plan, if deemed timely, necessary, and prudent, will be provided along with the budget to the E.M.T for review. Expenses for fundraising will not exceed 5% of the total budget.

7. Church Discipline Regarding the Senior Pastor

A. Criteria for Discipline of Senior Pastor.

Should, in the opinion of two (2) or more Non-Staff Elders or two (2) or more members of the Senior Pastor Leadership Team, the Senior Pastor engages in immoral conduct, improper financial practices, or espouse theological views or beliefs (hereinafter referred to as “pastoral misconduct”) that may require discipline, then such Non-Staff Elders or Senior Pastor Leadership Team Members shall contact the Senior Pastor and then, if necessary, the Overseers, and request that the Overseers undertake an investigation of all alleged incidents of pastoral misconduct and the evaluation of appropriate discipline, if warranted.

B. Process for Investigation and Disciplinary Action

Should the Overseers be called upon to investigate Senior Pastor pastoral misconduct, an affirmative vote of a majority of the total number of Overseers is required to commence an investigation. Following the conclusion of the Overseers investigation and the making of findings, an affirmative vote of a majority of the total number of Overseers is required to initiate disciplinary action against the Senior Pastor. Following such majority vote, the Overseers shall report to the Non-Staff Elders the findings and disciplinary action.

Upon receipt, the Non-Staff Elders—or the Executive Ministry Team if the number of Non-Staff Elders exceeds twenty (20)—may decline enforcement of the disciplinary action only upon a vote of 75% of the Non-Staff Elders. Otherwise, the Overseers shall proceed with disciplinary action and assume complete authority over the Senior Pastor's on-going and future ministerial activities until the conclusion of the disciplinary action.

After an investigation by the Overseers or during a disciplinary action, the Overseers may also: (a) remove the Senior Pastor from his leadership position; and/or (b) terminate the Senior Pastor's employment with the Church. The Non-Staff Elders—or the Executive Ministry Team if the number of Non-Staff Elders exceeds twenty (20)—can decline the removal and/or termination of the Senior Pastor only upon a vote of 75% of the Non-Staff Elders. In the rare event that the Non-Staff Elders decline enforcement of termination or removal, any disciplinary action by the Overseers against the Senior Pastor could be repeated in perpetuity, as applicable, until the will of the Overseers is satisfied by the Non-Staff Elders.

Otherwise, the Overseers shall have no authority in the operational and executional authority of the Church, and then only as set forth in the Bylaws.

8. Installation of New Senior Pastor.

- A. The Confirmation Committee. The Confirmation Committee shall have a role with regard to the confirmation of a new Senior Pastor (as described in Article XII).
- B. Vacancy while the Senior Pastor is in Good Standing. The Senior Pastor is in "Good Standing" if: (1) he is not under investigation by the Overseers or (2) he is not under discipline by the Overseers.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Good Standing (as defined herein), then the outgoing Senior Pastor shall nominate a candidate to serve as the new Senior Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Confirmation Committee for its review and consideration. The Confirmation Committee shall then submit the outgoing Senior Pastor's nominee for a vote by the Confirmation Committee. An affirmative vote of two-thirds of the representatives then serving on the Confirmation Committee shall be required to confirm the selection of a new Senior Pastor of the Church. In the event that the Confirmation Committee does not confirm such nominee, the process shall be repeated until a nominee is confirmed as the new Senior Pastor. If the outgoing Senior Pastor is unable or unwilling to nominate a candidate for the position of new Senior Pastor, then the Overseers shall nominate a candidate under the same process described herein.

C. Vacancy while the Senior Pastor is Not in Good Standing. The Senior Pastor is "Not in Good Standing" if: (1) he is under investigation by the Overseers or (2) he is undergoing discipline by the Overseers.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Not in Good Standing (as defined herein), then the Overseers shall nominate a candidate for the position of new Senior Pastor by an affirmative vote of one less than the total number of Overseers.

The Overseer's shall submit to the Confirmation Committee its nominee for new Senior Pastor by way of a writing signed by the required number of Overseers.

An affirmative vote of two-thirds of the representatives serving on the Confirmation Committee shall act to confirm the new Senior Pastor of the Church.

In the event that the Confirmation Committee does not confirm such nominee the process described herein shall be repeated until a nominee is confirmed as the new Senior Pastor.

D. Appointment of Interim Senior Pastor. If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is Not in Good Standing (as defined herein), then the Overseers may appoint, by a vote of one less than the total number of Overseers then serving, an acting Interim Senior

Pastor who shall serve until such time as a new Senior Pastor is nominated and confirmed by way of the process set forth herein. The acting Interim Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor as set forth herein. The Interim Senior Pastor shall not, during his service as Interim Senior Pastor, concurrently serve as an Officer, E.M.T. member, or Overseer of the Church and shall not have any corporate rights, duties, or responsibilities to the Corporation.

ARTICLE VII: ELDERS

The New Testament offers more instruction regarding elders than on other important church subjects such as the Lord's Supper, the Lord's Day, baptism, or spiritual gifts.

~ Alexander Strauch

1. General Biblical Qualifications for Elders

“Here is a trustworthy saying: Whoever aspires to be an overseer desires a noble task. Now the overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his own family, how can he take care of God's Church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap.” (1 Timothy 3:1-7).

In addition to the minimum qualifications given in the Scriptures, Elders must be male Investors, as described in Article IV, who fully subscribe to the Statement of Faith and are actively involved in the ministry of the church. The elders may at any time create, alter, amend, repeal or restate the resolutions establishing additional qualifications outside of those listed in the above Scriptures.

2. Duties and Responsibilities

The Elders in a church set the precedent for what faithful pastoral leadership is in that church. Therefore, an Elder must not only have character, which qualifies him to lead God's people, but also the competency to accomplish the duties Jesus has assigned him. The duties of the Elders are many according to Scripture. He must, at a minimum, do the following with honor:

1. Know and apply the Bylaws of Renovation Church.
2. Actively Participate in Elder Meetings.
3. Guard the Word. Do not allow false teaching or doctrine to persist or proliferate. Do not allow the cultural moment to alter the meaning of the Text, or how it is applied.
4. Guard your Heart. The enemy will work in unique ways to sow doubt, divisiveness, and despair in your heart. If he can destroy or distract the Elders, then he can wreak havoc on God's church.
5. Guard the Church. Renovation is God's field, God's building, God's temple, but the Elders are called and assigned labourers amongst her. Guard her from deceitfulness, laziness, complacency, compromise, individualism, independence, gossip and self-righteousness.
6. Affirm doctrinal direction and theological positions of the church.
7. Fight for the Peace and Purity of the church.
8. Gather regularly with Renovation on Sunday.
9. Lead the church through consistent private and corporate prayer.
10. Provide consistent care for leaders under his care, particularly for Group Leaders.
 - a. Meal in your home or theirs
 - b. Facilitate community by encouraging parties and prayer times
 - c. Phone calls and/or texts to check in, hear their needs, and encourage them.
 - d. Serve as a resource for them, as needed, offering wisdom on when to escalate care issues from their group members
 - e. Regular, if not daily, prayers for the Group Leaders and those under their care
11. Shepherd the people in your parish and area of care.
 - a. Know the names of Investors, their lives, stories, and struggles. Help them connect to community (e.g., ambassador team, groups, parish gatherings). Be present at formal and informal gatherings in your parish, with consistency.
 - b. Feed through teaching, counseling, meeting, and instructing.
 - c. Lead through pushing up the Vision, Mission, Strategy and Values of Renovation Church.
 - d. Protect through refuting error, and quelling division, gossip and disputes.
 - e. Care through shepherding the flock, and also providing care for other regular attendees as margin allows.
12. Lead his wife in partnering with him to shepherd.
13. Lead in serving in ways that further the Vision, Mission, Strategy, and Values of Renovation Church, and encourage the body to do the same.
14. Love, protect, and uphold the senior pastor.

3. Selection and Term of Office

- A. The Elders shall have the sole authority to appoint new Elders. A man shall be appointed as an Elder by a majority vote of the Elder Team after he has been tested and proven to meet the qualifications stated herein. The Elders may appoint a committee or group to vet qualified Elder candidates. The Elders may also receive recommendations for Elder candidates from the members (Investors).

- B. The Investors of the church will be allowed to raise concerns, in accordance with Article IV, before any prospective Elder is confirmed. However, confirmation of the Elder will be at the final discretion of the Elders.

- C. Once a man is appointed to the Elder Team, he is expected to serve in this capacity for a three-year, renewable term, unless prevented from doing so because of legitimate need. If the Elder Team determines that an Elder needs an extended sabbath for a season because of a legitimate need (e.g., illness, tragedy), then that Elder can transition to being an inactive Elder for a set period of time as determined by the Elder Team. Unless otherwise disqualified for reasons set forth in these bylaws, an Elder who chooses not to renew at the conclusion of his three-year term will remain qualified as an Elder but have none of the authority or responsibilities that come with the office of Elder. Inactive Elders may request to rejoin the Elder Team in conjunction with other scheduled term transitions and can return to active status by passing vote of the full Elder team.

- D. To resign from the Elder Team, an elder must notify the Elder Team, in writing.

4. Vacancy. A vacancy on the Elder Team because of death, resignation, removal or any other cause shall be filled only in the manners prescribed in these bylaws. Such vacancies may be filled as they occur and if necessary.

5. Voting and Communication with the Body.

- A. The full Elder Team of the church shall vote on the matters of (a) appointment of any Elder; (b) doctrinal issues; (c) removal of an Elder; and (d) (Non-Staff Elders only) the affirmation of the appointment of Overseers nominated by the Senior Pastor except as delegated to the E.M.T. when the Elder Team exceeds twenty (20) members per Article IX.

- B. All items above will be communicated to the Investors at the discretion of the Elders, except the appointment of any Elder which shall be communicated not less than ten (10) days before the Elder vote pursuant to Article IV. Comments received from the church will be considered on a case-by-case basis.

6. Evaluation of Specific Performance

For the purposes of ensuring role of Elder is being fulfilled faithfully and to facilitate improvement in the provision of care for the church body, all Elders shall be reviewed annually in comparison to the responsibilities of their role. The Senior Pastor's evaluation is conducted by the Overseers, pursuant to Article X. Staff Elders' evaluations shall be conducted by the Senior Pastor or his appropriate designee who serves as the manager for that pastor. For Non-Staff Elders and any Staff Pastor serving in a parish elder role beyond their employment responsibilities, the Elder Review Committee, comprised of the Senior Pastor, an E.M.T. Member, and two Overseers shall define criteria, a consistent process, timeline, and how the evaluation results will be used. In all cases, the evaluation shall include some form of self-evaluation.

7. Removal

Any Elder may be removed from the office of Elder for valid cause. Discipline of Elders must be consistent with the standards set forth in Matthew 18:15-20 and I Timothy 5:17-19.

The task force designated by the E.M.T. will determine specific procedures for removal. These procedures may be altered, amended, repealed or restated by an Elder resolution.

The Elders shall have the sole authority to remove another Elder, except in the case of the Senior Pastor, who is subject to Overseers outlined in Article X. The Elder team cannot terminate the employment of a Staff Elder but can remove his status as an Elder if deemed warranted.

A written notice of proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to affect such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself. The Elder shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elder Team at such meeting. The Elder under consideration for removal shall not have voting rights.

8. Elder Meetings

Regular meetings of the Elders shall be held in a location that the Elders deem from time to time. Any meeting may be held by conference telephone, video media equipment, or similar communication equipment, as long as all the Elders participating in the meeting can hear one another. All such elders participating in the call shall be deemed present at such meetings.

9. Definition of Quorum and Passing Vote

A proper quorum is defined as more than seventy percent (70%) of the Elder team. A quorum is required for voting matters. A passing vote must be greater than fifty percent (50%) of the elders present.

ARTICLE VIII: VARYING ROLES OF ELDERS

Though any man installed as an Elder serves in that office, Elders have varying roles. These roles are determined by their status as serving on church staff or not, and whether they are serving a term as a member of the commissioned Executive Ministry Team (E.M.T.), or any future commissioned team of the full Elder Team.

Senior Pastor

The Senior Pastor has executive and supervisory leadership over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church. Article VI describes his duties and responsibilities in detail.

Non-Staff Elders

Non-Staff Elders are defined as those Elders who are not in the employ of the church as a regular part-time or full-time staff member. Non-staff Elders shall not receive compensation or salaries for their service. They serve the church through influence and investment. They lead in consistent private and corporate prayer. They provide consistent care for leaders under their care, particularly for Group Leaders. Non-Staff Elders shepherd the people of God under their assigned care. Article VII describes their duties and responsibilities in detail.

Staff Elders

Staff Elders are defined as those elders who are in the employ of the church as a regular part- or full-time staff member. The criteria to establish if the elder is a regular part- or full-time staff member is defined in the Church's Personnel Policy Manual.

Staff Elders may receive reasonable compensation for fulfilling their vocational responsibilities as employees of the church. A Staff Elder shall not vote on nor determine his own personal salary or benefits or designate his personal housing allowance. Staff Elders are eligible to serve on the Senior Pastor Leadership Team.

The Senior Pastor Leadership Team

The Senior Pastor Leadership Team serves in both spiritual and staff leadership capacities, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral* team. They provide counsel to the Senior Pastor and execute the vision, mission, and strategy of the Church through their jobs and the teams they lead. The church's First Lady and the Women's Minister shall also serve on this team. Being a Staff Elder does not necessitate being on the Senior Pastor Leadership Team. Further, being removed from the Senior Pastor Leadership Team does not necessitate termination of employment. Article XI describes their duties and responsibilities in detail.

Executive Ministry Team (E.M.T.)

The E.M.T. is a commissioned group of Non-Staff Elders nominated by the Senior Pastor and elected from the full Elder Team to serve the Church by providing financial oversight and strategic advice for the Senior Pastor on behalf of the Elder Team. These responsibilities include affirming the annual budget and any amendments, receiving and responding to quarterly reports of ministry progress toward affirmed budgetary goals, and approving other major financial commitments of the Church. The E.M.T. consists of three (3) and no more than seven (7) Non-Staff Elders nominated by the Senior Pastor and affirmed by passing vote of the Elder team. Nominees must have served as an Elder for no less than two years.

Each member serves a two-year term, with an option of 1 (one) re-nomination prior to a required lapse of no less than one year. To the extent possible, the E.M.T. serves on a rotational basis, with no more than two-thirds rolling off at any point in time (e.g., two men rolling off, and two rolling on every two years, with the remaining member staying on for an additional term). Article IX describes their duties and responsibilities in detail.

ARTICLE IX: Executive Ministry Team (E.M.T)

1. General Powers and Authority of the E.M.T.

- A. The E.M.T. shall be responsible for the oversight of all of the Church's financial resources, including the acquisition and disposition of Church property (both real and personal). Further, the E.M.T. shall have the power:
- B. To buy, sell, mortgage, pledge or encumber such real or personal property owned By the Church;
- C. To cause or permit the Church to merge or transfer some or all of its assets to another qualified organization;
- D. To cause or permit the Church to engage in any transaction, contract, agreement, or arrangement that is unrelated to the purposes of the Church;
- E. To cause or permit the Church to enter into any financial commitment in excess of \$100,000.00 in the aggregate;
- F. To establish, appoint and delegate responsibility to committees, in partnership with the Senior Pastor, including but not limited to the Independent Compensation Committee, the Audit Committee, and the Confirmation Committee, pursuant to Article XII;
- G. To affirm Senior Pastor's nomination and removal of Overseers once the number of Non-Staff Elders reaches twenty (20) members;
- H. To receive recommendations from Overseers for discipline regarding Senior Pastor pursuant to Investigations set forth in Article VI once the number of Non-Staff Elders reaches twenty (20) members; and
- I. To do all things necessary and proper to carry out the above-described general powers and to fulfill all the duties incident to the role of Executive Ministry Team Member.

2. Number, Qualifications, Appointment, Term, and Resignation or Removal of E.M.T. members.

- A. Number. There shall be not less than three (3) and no more than seven (7) members of the E.M.T..
- B. Qualifications. Members of the E.M.T. shall not be employees of the Church, nor shall they be related by blood or marriage to any other member of the E.M.T., the Senior Pastor, an Officer, or member of the Senior Pastor Leadership Team of the Church.
- C. Election. As of May 31, 2020, the Senior Pastor shall have the exclusive right to nominate individuals whom he deems qualified to serve on the E.M.T.. A candidate for E.M.T. shall be elected by the affirmative majority vote of the Non-Staff Elders. Nominees must have served as an Elder for no less than two years. Until May 31, 2020, the existing Governing Elders of the church shall fulfill the role of the E.M.T. In the event

of an E.M.T. vacancy, whether due to resignation or removal, the Senior Pastor shall be given a reasonable amount of time to nominate an individual he deems qualified in accordance with these Bylaws to serve on the E.M.T. in accordance with these Bylaws.

- D. Term. Each member serves a two-year term, with an option of one (1) re-nomination prior to a required lapse of no less than one year. To the extent possible, the E.M.T. serves on a rotational basis, with no more than two-thirds rolling off at any point in time (e.g., two men rolling off, and two rolling on every two years, with the remaining member staying on for an additional term).
- E. Resignation or Removal. Any E.M.T. member may resign at any time by giving written notice. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

The Senior Pastor may make a motion to remove members of the E.M.T., but at a rate that does not exceed one (1) removal per year. If a vacancy in the position of Senior Pastor occurs, for any reason, then the Overseers may nominate or remove members of the E.M.T., subject to the same limitations that would otherwise apply to nominations and dismissals of members of the E.M.T. by the Senior Pastor.

3. The Senior Pastor's Role with the E.M.T.

The role of the Pastor is to give effective leadership to the EMT. He is to function as a leader of leaders, exemplifying servanthood in this role. As leader of the team he is to act as the team's Moderator, or First Among Equals, assuming responsibility and authority for the preservation of order and the proper and expeditious conduct of all business, and for convening and adjourning the team meetings. The Senior Pastor shall have the exclusive right to make nominations of candidates from the amongst the broader Elder Team to serve on the E.M.T., and present his nominee(s) to the Elders for affirmation and commissioning.

4. Meetings.

- A. Regular or Special meetings.

Regular or Special meetings of the E.M.T. may be held either within or outside the State of Georgia, but shall be held at the Church's registered office in Georgia 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 members of the E.M.T., either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

B. Telephonic Meetings.

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all members of the E.M.T. participating in the meeting can simultaneously hear one another and participate. All members of the E.M.T. shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

C. Notice Requirements for Regular or Special Meetings.

A regular meeting of the E.M.T. shall occur at least quarterly. Regular meetings of the E.M.T. may be held without notice if the time and place of such meetings are fixed by a resolution of the E.M.T..

The Senior Pastor may call a special meeting of the E.M.T.. The Notice of Special Meetings shall include:

1. Manner of Giving Notice. Notice of the date, time and place of special meetings shall be given to each member of the E.M.T. 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 E.M.T. member or to a person at the E.M.T.'s office or home who the person giving the notice has reason to believe will promptly communicate the notice to the E.M.T. member; (d) by faxed telecopy to the E.M.T. members office or home; or (e) by electronic mail ("email").
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, telecopy or e-mail shall be delivered, telephoned, faxed or e-mailed to the member of the E.M.T. 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 an E.M.T. member at a meeting shall constitute waiver of notice of such meeting, except where the E.M.T. member attends a meeting for the express purpose of objecting that the meeting is not properly called.

5. Action of E.M.T. Without a Meeting.

Any action required or permitted to be taken by the E.M.T. may be taken without a meeting, if all of the members of the E.M.T., individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

6. Quorum.

Unless otherwise provided for in these Bylaws, a majority of the number of the E.M.T. then in office shall constitute a quorum for the transaction of business at any meeting of the E.M.T. The E.M.T. members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough E.M.T. 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 E.M.T. members in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the E.M.T. members present may adjourn and reconvene the meeting one time without further notice. The Senior Pastor will vote to relieve gridlock.

7. Proxies. Voting by proxy is prohibited.

8. Delegation of Duties.

The E.M.T. members, in consultation with the Senior Pastor, are 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. E.M.T. members shall have no personal liability for actions taken or omitted by the advisor if the E.M.T. acted in good faith and with ordinary care in selecting the advisor. The E.M.T. may, in consultation with the Senior Pastor, remove or replace the advisor at any time, with or without cause.

9. Interested Parties.

Pursuant to the Law and the provisions below, a contract or transaction between the Church and a member of the E.M.T., a Non-Staff Elder of the Church is not automatically void or

voidable simply because the member of the E.M.T., an employee or other control party, has a financial interest in the contract or transaction.

ARTICLE X: OVERSEERS

1. Responsibilities of Overseers

The Overseers shall provide Apostolic Oversight to the Senior Pastor, the Elders, and the church. They are charged with protecting the church through counsel, prayer, and if required, the discipline of the Senior Pastor, upon affirmation by the E.M.T. They shall have the duties and responsibilities generally associated with and exercised by a corporate or nonprofit board. They are also responsible for conducting an annual 360 Review of the Senior Pastor. If required, they are also responsible to conduct the investigation of alleged pastoral misconduct, as defined in Article VI, and if any, the resulting discipline of the Senior Pastor, up to and including his removal as set forth in Article VI. All duties not explicitly assigned to Overseers shall rest with the Elders or Senior Pastor Leadership team, with respect to both what is historically normative and/or duly prescribed herein.

2. Requirements and Biblical Qualifications to Be an Overseer.

Overseers must be chosen based on their character, chemistry, capacity and competence. Overseers shall be ordained pastors among respected congregations who know and love the Church and her Senior Pastor. They must agree to make themselves available, at their own expense, to serve the church. The general qualifications for an Overseer are that of all Elders in God's church, as outlined in Article VII, with the exception of Overseers not being an Investor at Renovation Church.

3. Number, Appointment, and Term of Overseers. The number of Overseers will be no less than three (3). So long as the Senior Pastor is in Good Standing, meaning (1) he is not under investigation by the Overseers, or (2) he is not undergoing discipline by the Overseers—Overseers shall be nominated by the Senior Pastor, in consultation with the Senior Pastor Leadership Team Members, and affirmed by a majority vote of the Non-Staff Elders—or the Executive Ministry Team if the number of Non-Staff Elders exceeds twenty (20)—at a rate that does not exceed one (1) new Overseer per year. The term of service for each Overseer shall continue until he resigns, is deceased, or is removed in accordance with these Bylaws. The maximum number of Overseers shall be five (5).

4. Resignation, Removal and/or Nomination of New Overseers.

An Overseer 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; and, the acceptance of resignation shall not be necessary to be effective.

The Senior Pastor may remove Overseers, with grounds and notice, but at a rate that does not exceed one (1) removal per year. The removal of an Overseer requires an affirmation of the majority of the collective Overseer Body. The Senior Pastor may remove Overseers at a rate of more than one (1) removal per year only upon approval by a majority vote of the Elders, or a Commission of the Elders (the E.M.T.), should the Elders exceed twenty (20) in number.

In the event of a vacancy by an Overseer that causes the total number of Overseers to be less than three (3), the Senior Pastor shall be given a reasonable amount of time to nominate a new Overseer, in consultation with the Senior Pastor Leadership Team Members, to be affirmed by a majority vote of the Elders, or the E.M.T., should the Elders exceed (20) in number.

If disciplinary action is being considered or an investigation of the Senior Pastor is underway, no changes in the composition of the Overseers shall be made until the Overseers' work is completed and such findings are reported to the Non-Staff Elders, or the E.M.T., should the Non-Staff Elders exceed (20) in number.

ARTICLE XI: SENIOR PASTOR LEADERSHIP TEAM MEMBERS

1. Requirements and Biblical Qualifications of the Senior Pastor Leadership Team.

The Senior Pastor Leadership Team is composed of staff elders and seasoned members of the staff pastoral team who serve the church in a spiritual capacity and are selected at the discretion of the Senior Pastor. The Senior Pastor Leadership Team Members shall not be members of the E.M.T., or serve in concurrent Non-Staff Elder roles, though those who also fill the office of Elder should fulfill Elder qualifications through their work in the church.

In addition to fulfilling the job duties, the Senior Pastor Leadership Team Members are to covenant together with the Senior Pastor for the development of the spiritual life of the Church and are to serve as the primary protectors and encouragers of a positive spiritual climate within the Church body.

Biblical qualifications for Senior Pastor Leadership Team Members who also serve as Elders must meet the qualifications outlined in Article VIII.

2. Responsibilities of Senior Pastor Leadership Team. The functions of the Senior Pastor Leadership Team are to:

- Maintain and teach by living a godly, Christian lifestyle;
- Serve the Church by helping the Senior Pastor to establish the vision and direction of the Church;
- Provide leadership as a member of the Senior Pastor Leadership Team;
- Demonstrate leadership to the Investors of the local Church;
- Provide a prayer shield for the Church staff and the local Church;
- Defend, protect and support the integrity of the Church staff and the local Church;
- Pray for the sick;
- Organize, implement and execute licensing and ordination requirements and procedures;
- Mediate disputes among Christians;
- Counsel with church members and staff;
- Contact the Overseers to initiate investigation and potential discipline of the Senior Pastor if a situation involving pastoral misconduct occurs; and
- Executing the vision, mission, and strategy of the Church through their jobs and the teams they lead.

3. Number, Appointment, and Term of Senior Pastor Leadership Team Members.

There shall be no less than three (3) Senior Pastor Leadership Team Members. So long as the Senior Pastor is in Good Standing (as defined in these Bylaws), the Senior Pastor shall appoint persons to serve on the Senior Pastor Leadership Team, at a rate that does not exceed one (1) new Member per year. The term of service for each Member of the Senior Pastor Leadership Team shall continue until he/she resigns, is deceased, or is removed in accordance with these Bylaws. Being a Staff Pastor does not necessitate being on the Senior Pastor Leadership Team. Further, being removed from the Senior Pastor Leadership Team does not necessitate termination of employment.

4. Resignation and Removal of Senior Pastor Leadership Team Members.

A Member of the Senior Pastor Leadership Team may resign at any time by giving written notice. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

Generally, the Senior Pastor may remove Senior Pastor Leadership Team Members at any time, with or without notice and with or without cause. In the event that disciplinary action is being considered or an investigation of the Senior Pastor is underway (as set forth in Article VI), then no change in the composition of the Senior Pastor Leadership Team shall be made until the Overseer's work is completed and its findings are reported to the E.M.T.

In the event of a vacancy by a Member of the Senior Pastor Leadership Team that causes the total number of Members of the Senior Pastor Leadership Team to be less than three (3), the Senior Pastor shall be given a reasonable amount of time to appoint a new person(s) to serve on the Senior Pastor Leadership Team.

ARTICLE XII: COMMITTEES AND ADVISORY TEAMS

1. Establishment of Committees and Advisory Teams.

The Elders may, at their discretion, adopt a resolution establishing one or more Committees or Advisory Committees. Any and all Advisory Committees shall conform to rules established by the Elders and set forth in this Article.

2. Audit Review Committee.

The E.M.T., as a duly commissioned body from amongst the Elders, in concert with the Senior Pastor, shall appoint two (2) Non-Staff Elders and the acting C.F.O and C.O.O. to serve on the Audit Review Committee of the Church. The Audit Review Committee shall select and engage the Church's Independent

Auditors to perform the annual audit of the Church as required herein. After reviewing the annual audit, the Audit Review Committee shall report its findings to the E.M.T. at a meeting of the E.M.T..

3. Independent Compensation Committee.

An Independent Compensation Committee shall be established annually by the E.M.T. and shall consist of a minimum of two (2) independent Elders and a minimum of three (3) independent Overseers. Under no circumstances shall the number of independent members of the Compensation Committee be decreased to less than five (5). An individual is considered to be "Independent" if the individual does not have a conflict of interest that would otherwise disqualify them from serving on this Committee. A conflict of interest arises when a person in a position of authority over the Church (such as an Officer, Director, Elder, Senior Pastor

Leadership Team Member, Overseer or employee) and can benefit financially from a decision made in such a capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

The Independent Compensation Committee shall determine and approve, by a majority vote, the Senior Pastor's and any of the Senior Pastor's family members' total compensation amounts. The Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information to assist it in ensuring the amount of total compensation paid to each individual is reasonable and in compliance with current IRS guidelines for nonprofit organizations. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of or vote regarding his salary and benefits, or any family member's salary or benefits.

4. Confirmation Committee.

The Confirmation Committee shall be made up of a minimum of five (5) Non-Staff Elders and a minimum of five (5) members of the Senior Pastor Leadership Team. In the event that there are more than five (5) Non-staff Elders or more than five (5) Senior Pastor Leadership Team Members in each respective group, then each group shall vote to select, by a majority vote of such group, five (5) representatives to serve on the Confirmation Committee.

5. Delegation of Authority.

Each Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the E.M.T. or full body of Elders establish or delegate any of its authority to a Committee, it shall not relieve the E.M.T., or Elders, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Elders, or the E.M.T. as a Commission of the Elders, shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority 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 member of a Committee or an Elder or officer of the Church; (i) approve any transaction to which the Church is a party and

that involves a potential conflict of interest; or j) take any action outside the scope of authority delegated to it by the Elders or in contravention of the Law.

The Elders may designate various Advisory Teams not having or exercising the authority of the Elders. Such Advisory Teams shall only function in an advisory capacity to the Elders. The Senior Pastor shall have the power to appoint and remove members of all Advisory Teams. With the exception of the Independent Compensation Committee and Confirmation Committee, the Senior Pastor shall serve as an ex officio member of all Advisory Teams. The Elders shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

6. Term of Office.

Each member of a Committee or Advisory Team shall serve until their service is complete according to predetermined terms, the end of the work assigned, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Elders, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

7. Chair and Vice-Chair.

Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

8. Quorum.

One half the number of members of a Committee or Advisory Team 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.

9. Actions.

Committees and Advisory Teams 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 or Advisory Team 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 or Advisory Team.

ARTICLE XIII: WHISTLEBLOWER POLICY

1. Purpose.

The Church requires all of its Elders, Officers, Senior Pastor Leadership Team Members, 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 an Elder, Officer, Senior Pastor Leadership Team Member, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Officers, Senior Pastor Leadership Team Members, employees, 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 Elders 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.

2. Procedure.

- A. Reporting Responsibility. It is the responsibility of all of the Church's Elders, Officers, Senior Pastor Leadership Team Members, 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 an Elder, Officer, Senior Pastor Leadership Team Member, 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 Elder, Officer, Senior Pastor Leadership Team Member, 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 Elder Team.
Elders are required to report suspected violations directly to the entire Elder Team. If the violation being reported is concerning another Elder, then the matter will be taken directly to the Elder, and the process of investigation and discipline, if necessary and as articulated in these bylaws, shall apply.

- D. Accounting and Auditing Matters. The E.M.T. shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The E.M.T. 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 Elder to whom the complaint was made shall provide the complaint to the entire Elder Team, or a Commission of the Elder Team, i.e. the E.M.T. at such a time as the entire Non-Staff Elder Team exceeds more than 20 in number. The Elders 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.
- G. The entire Elder Team shall receive a report on each complaint and a follow up report on action taken. If the complaint being reported is concerning another Elder, then the matter will be taken directly to the Elder, and the process of investigation and discipline, if necessary and as articulated in these bylaws, shall apply.
- H. Handling of Reported Violations. The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days.
- I. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.
- J. A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

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(s) 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(s) 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 Senior Pastor, E.M.T., Elders, Senior Pastor Leadership Team, and Overseers recognize 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 XIV: DISSOLUTION

1. Dissolution and Distribution of Property.

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.

"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 Law or the corresponding provision of any foreign jurisdiction in the case of a foreign corporation), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by a passing vote of the Elders; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

ARTICLE XV: ORDINATION AND LICENSING,

View the church's current Ordination and Licensure Practice.

ARTICLE XVI: CHURCH DISCIPLINE,

Discipline within the church will be enforced following the general outline of Matthew 18:15-17. View the Church Discipline Guidelines.

ARTICLE XVII: ANNUAL INDEPENDENT FINANCIAL AUDIT,

The church will engage an independent certified public accountant to conduct an annual audit, in accordance with auditing standards generally accepted in the United States of America, of the financial records of the church. The audit or will express an opinion on the financial statements presented in conformity with accounting principles generally accepted in the United States of America.

ARTICLE XVIII: INDEMNIFICATION,

1. Power to Indemnify and Hold Harmless

The church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the church or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the church as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including provision of services with respect to any employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the church and shall inure to the benefit of his or her heirs and personal representatives.

2. Power to Pay Expenses in Advance of Final Disposition

The church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the church of an undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

3. Power to Enter into Contracts

The church may enter into contracts with any person who is or was a director, officer, employee and agent of the church in furtherance of the provision of this article and may create a trust fund, grant a security interest in property of the church, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

4. Limitation of Powers

Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding under this article if the person is found liable to the church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the church. No indemnification shall be provided to any person if the church is prohibited by applicable laws as then in effect from paying such indemnification.

5. Indemnification of Directors, Officers, Employees and Agents

A. Directors

The church shall indemnify and hold harmless any person who is or was a director of the church, and pay expenses in advance of final disposition of a proceeding, the full extent to which the church is empowered.

B. Officers, Employees and Agents

The church may indemnify and hold harmless any person who is or was an officer, employee or agent of the church, and provide advancement of expenses to the full extent to which the church is empowered, or to any lesser extent that the directors may determine.

6. Character of Rights

The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied to the directors of the church. For all other categories of persons eligible to potentially receive indemnification under this article, the rights to indemnification and advancement of expenses shall be deemed contract right only to the extent approved by the board of directors of the church in its sole discretion but not otherwise.

7. Rights Not Exclusive

The right to indemnification and advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter shall acquire under any statute, provision of the Articles of Incorporation, the constitution or bylaws of the church, agreement of disinterested directors, or otherwise.

8. Insurance

The church may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the church or who, while a director, officer, employee or agent of the church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the church would have the power to indemnify such person against such expense, liability or loss under the law.

9. Survival of Benefits

Any repeal or modification of this article shall not adversely affect any right of any person existing at the time of such repeal or modification.

10. Severability

If any provision of this article or any application thereof is determined by any court, tribunal, administrative agency or other competent supervisory authority, to be invalid, unenforceable or contrary to applicable law or public policy, the remainder of this article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

11. Prohibition Against Private Inurement

In the event and to the extent any part or whole of this article is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against "private inurement" (as such term is understood in the context of United States exempt organization taxation rules) by a final nonappealable order of a court of competent jurisdiction or by any United States Internal Revenue Service action which the Church in its discretion determines not to challenge in a judicial forum, any such offending provision or if the whole of this article is determined as offending the prohibition against private inurement then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the church or its tax exempt status.

ARTICLE IXX: ADMINISTRATIVE PROVISIONS

1. Definitions

“Deliver” means: (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice or waiver to the corporation or one of its directors or officers; (c) electronic transmission, in accordance with the director’s or officer’s consent, for purposes of delivering a demand, consent, notice or waiver to the corporation or one of its directors or officers. “Electronic transmission” means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient. “Execute,” “executes” or “executed” means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission. “Record” means information inscribed on a tangible medium or contained in an electronic transmission. “Tangible medium” means a writing, copy of a writing, facsimile or a physical reproduction, each on paper or on other tangible material.

2. ELECTRONIC NOTICE

A. Consent to Electronic

Notice In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an e mail address to which such electronic transmission may be sent. Article

B. Revocation of Consent to Electronic Notice A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

3. Effective Date of Delivery

If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation

with postage thereon prepaid. If the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

ARTICLE XX: CONFLICT OF INTEREST POLICY

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.
2. Definitions.
 - a. Interested Person. Any Director, Elder, Principal, Officer, Staff person, or Member of a committee with powers delegated by the Elders, 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:
 - i. An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
 - ii. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
 - iii. 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.

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 Executive Ministry Team.

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 Executive Ministry Team meeting while the determination of a conflict of interest is discussed and voted upon. The remaining team members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the Executive Ministry Team 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.

ii. The leader of the Executive Ministry Team may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Executive Ministry Team 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.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Ministry Team shall determine by a majority vote of the disinterested parties 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.

- i. If the Executive Ministry Team 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.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Ministry Team determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
4. Records of Proceedings. The minutes of the Executive Ministry Team 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 Executive Leadership Team'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.
5. Compensation.
 - a. A voting member of the Executive Ministry Team 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 Executive Ministry Team 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 XI: MISCELLANEOUS PROVISIONS

1. Construction of Bylaws.

These bylaws shall be construed in accordance with the laws of the State of Georgia. 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.

2. These bylaws, or any provision contained herein, may be altered, amended or repealed, and new bylaws may be adopted by passing vote of all elders. A subsequent vote of confidence by the Investors shall also be taken, in accordance with the provisions of Article IV contained herein.

3. Seal.

The Officers may provide for a corporate seal.

4. 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.

5. Parties Bound.

The bylaws shall be binding upon and inure to the benefit of the Church Members, Pastors, Elders, Directors, Officers, Overseers, Senior Pastor Leadership Team Members, employees,

and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the bylaws.

6. Christian Alternative Dispute Resolution.¹

In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Overseer, Elder, 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. In the event that this group 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 Investors.

7. Ecclesiastical Tribunal.

The highest ecclesiastical tribunal of the Church shall be the Elders (Apostolic, Staff, Non-Staff). The Elders (working within the bounds of their various roles and duties outlined herein) shall be the express and final arbiter of ecclesiastical polity, religious doctrine, and questions of Church property. In deciding such matters, the Elders shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the tenets

¹ <http://www.crossroadsresolution.com/wp-content/uploads/2019/04/Rules-of-Procedure-for-Christian-Conciliation.pdf>

of faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Elders according to the teachings of the Holy Bible.