FIRST BAPTIST CHURCH, CONCORD

CONSTITUTION AND BYLAWS

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CONSTITUTION

PREAMBLE

We, the members of First Baptist Church, Concord, a church which is duly organized and existing as a non-profit corporation under the laws of the State of Tennessee (the "Church"), do declare and establish this amended and restated Constitution to provide for the preservation and security of the principles of our faith, and to ensure that this body may be governed in an orderly manner. This Constitution will preserve the liberties of each individual member of this Church and the freedom of action of this body in its relation to other churches. This Church is, and shall remain, a sovereign democratic Baptist church under the authority and Lordship of Jesus Christ, our Savior and Lord.

ARTICLE I
NAME

This body shall be known as First Baptist Church, Concord, the main campus for which is presently located at 11704 Kingston Pike, Knoxville, Tennessee 37934, and with a satellite campus presently located at 9635 Westland Drive, Knoxville, Tennessee 37922. Any reference to the Church in this Constitution & Bylaws shall include, in all respects, all activities and functions of the Church at all campuses, wherever they may be located within, or outside of, the State of Tennessee.

ARTICLE II
PURPOSE

The purpose of this Church is to be:

A Worshiping Family prayerfully meeting together to love, praise, and honor God;

An Equipping Fellowship that provides instruction, nurture, and encouragement for Christ-like daily living;

A Witnessing Body sharing the gospel in our community and throughout the world; and

A Caring Church, empowered by the Holy Spirit, responding to the joys, hurts, and needs of people within and beyond our Church membership.

ARTICLE III
POWERS

The Church shall have perpetual duration and succession in its corporate name and shall have the power to engage in any and all activities in which the membership elects to be engaged

as a body of believers in accordance with the Holy Scriptures as set forth in the Holy Bible (hereinafter the "Holy Bible" and/or the "Holy Scriptures"), and to do all things necessary or convenient to carry out its affairs. In fulfilling its purposes, the members of the Church retain unto themselves the right of self-governance in all phases of the spiritual and temporal life of the Church.

ARTICLE IV
ARTICLES OF FAITH

The Holy Bible is the divinely inspired, infallible, authoritative and inerrant Word of God and is the basis for any statement of faith. The Church subscribes to the doctrinal statement of the "Baptist Faith and Message" as adopted by the Southern Baptist Convention in 2000, and, based on historical precedent, as the Baptist Faith and Message may thereafter be amended from time to time. We band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation to all men. The ordinances of the Church are baptism and the Lord's Supper.

ARTICLE V
CHURCH COVENANT

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now, in the presence of God, angels, and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this Church, in knowledge, holiness, and comfort to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline, and doctrines; to contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spread of the gospel throughout all nations.

We also engage to maintain family and secret devotions; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment; to avoid all tattling, backbiting, and excessive anger; to abstain from the sale and use of intoxicating drinks as a beverage; to use our influence to combat the abuse of drugs and the spread of pornography; and to be zealous in our efforts to advance the kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and courtesy in speech; to be slow to take offense, but always ready for reconciliation and mindful of the rules of our Savior to secure it without delay.

We moreover engage that when we remove from this place we will, as soon as possible, unite with some other church where we can carry out the spirit of this Covenant and the principles of God's Word.

ARTICLE VI
CHARACTER

6.1 **Polity.** The government of this Church is vested solely in the body of baptized believers who compose it. It is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among Baptist churches.

6.2 **Doctrine.** This Church receives the Holy Bible as its authority in matters of faith and practice. The Church's understanding of Christian truth as contained therein is in essential accord with the traditional beliefs of other Southern Baptist churches.

6.3 **Affiliation.** Insofar as is practical, this Church will cooperate with and support the Knox County Baptist Association and the Tennessee Baptist Convention in their affiliation with the Southern Baptist Convention so long as the principles adopted, accepted and espoused by such organizations are in harmony with the theological doctrines and principles of the Church and the Holy Scriptures.

ARTICLE VII
AMENDMENTS

Amendments to this Constitution may be made at any regular business meeting of the Church or at a special business meeting called for that purpose, at which a quorum is present, provided that any such proposed amendment shall have been presented in writing at the previous regular or special meeting and copies of the proposed amendment shall have been made available to each member present. Any amendment to the Constitution shall be by the affirmative vote of two-thirds (2/3) of the members present and voting.

BYLAWS

ARTICLE I
MEMBERSHIP

Introduction.

While Church membership rolls are not commanded to be kept, nor are there any instructions or illustrations of the use of church membership rolls in the New Testament, they are helpful and necessary for purposes of maintaining pertinent information about Church members, informing them of the work of the Church, and in ascertaining who is entitled to the rights, privileges and responsibilities of Church membership. (See Acts 2:44-45 and Acts 4:32.) This Church, therefore, will maintain a Church roll of its members which shall consist of such persons who have presented themselves and have been received in accordance with the following provisions of this Article I. For purposes of all of the provisions of the Constitution and these Bylaws, the terms "***membership***," "***members***," and the "***congregation***" shall be deemed to be synonymous and shall collectively be taken to mean the body of duly constituted members in good standing of the Church.

1.1 General. This is a sovereign and democratic Baptist church under the Lordship of Jesus Christ. The membership retains unto itself the right of exclusive self-government in all phases of the spiritual and temporal life of this Church.

The membership reserves the exclusive right to determine who shall be members of this Church and the conditions of such membership.

1.2 Reception of New Members. Any persons, regardless of race, age, gender or national origin, may offer themselves as candidates for membership in this Church. All such candidates shall present themselves for membership, which may occur at any Church function. All candidates for membership shall participate in a Church counseling session. Candidates may be accepted for membership in any of the following ways:

1.2.1 By Profession of Faith. Such persons having accepted and publicly confessed Jesus Christ to be their Savior and Lord shall be examined by the Senior Pastor, a Ministerial Staff Member, or a trained counselor or other Church member as may be appointed for that purpose, regarding such person's Christian experience. Upon good testimony and agreement by such person to enter voluntarily into the Church Covenant, the person shall be recommended as a candidate for baptism and Church membership.

1.2.2 By Letter or Other Satisfactory Evidence. Such persons coming from other Baptist churches of like faith and order and requesting membership in the Church, after (1) due examination by the Senior Pastor, a Ministerial Staff Member, or a trained counselor or other Church member as may be appointed for that purpose, (2) receipt by the Church of a letter of dismission and recommendation (or other evidence satisfactory to the Church when no letter is

obtainable from the person's former church), and (3) agreement by such person to enter voluntarily into the Church Covenant, shall be recommended for Church membership.

1.2.3 By Statement. Such persons coming upon statement of their previous salvation experience and having been baptized by immersion, after due examination by the Senior Pastor, a Ministerial Staff Member, or a trained counselor or other Church member as may be appointed for that purpose, and upon good testimony and agreement by such person to enter voluntarily into the Church Covenant, shall be recommended for Church membership.

1.3 Approval of New Members. The names of all such candidates who are recommended for membership shall be presented at any regular business meeting of the membership or at a special business meeting called for that purpose. Should there be any dissent as to any candidate, such dissent shall be referred to the Senior Pastor and the deacons for investigation and the making of a recommendation to the Church within thirty (30) days. The affirmative vote of a majority of those members present and voting shall be required to accept any such candidate to membership in the Church.

1.4 Duties of Members. Members are expected to be faithful in all of the duties essential to the Christian life; to attend the services of the Church faithfully and to invite others to the services and activities of the Church; to give regularly for the Church's support and its causes based upon Biblical principles of tithing (Malachi 3:10); to share in its organized work; to extend a cordial welcome to all visitors at all times; and to promptly notify the Church office following a change of address.

1.5 Rights of Members. All members are equal in rank and privilege and may act and vote in the transactions and governance of the Church. Each member is entitled to one (1) vote on each matter submitted to the Church at any properly called business meeting. No member shall be entitled to grant or to appoint a proxy to vote or otherwise act for the member at any meeting of the members (annual, regular, or special) or otherwise; and, except as otherwise expressly set forth in these Bylaws, members shall not be permitted to vote on any matter by absentee ballot. No member shall have the right to transfer his/her membership in the Church to any other person.

1.6 Termination of Membership. Membership shall be terminated on the occurrence of any of the following conditions: (1) death; (2) upon delivery by the Church of a letter of dismission and recommendation in connection with a transfer to another Baptist church; (3) written request by the member that his/her name be removed from the Church roll; (4) affiliation with a church of a different faith and order; or, (5) exclusion by disciplinary action of the Church following open and continued breach of the Church Covenant. The Chairman of Deacons in concert with Church staff shall, from time to time, devise and implement methods to ensure that the Church membership rolls are correct and include only currently active members.

1.7 Restoration of Membership. A person whose membership has been terminated for any disciplinary reason may be restored to membership by vote of the Church upon satisfactory evidence of his or her repentance and reformation. Such matter may be brought before the membership for consideration at any regular business meeting or a special meeting

called for that purpose, and restoration shall be permitted upon the affirmative vote of two-thirds (2/3) of the members present and voting.

1.8 Authority. The authority of the Church is vested in its members, and all matters pertaining to the operation and management of the Church must be approved by action of the members unless such authority has otherwise been delegated in accordance with the laws of the State of Tennessee, these Bylaws, or by specific vote of the members to delegate such authority.

ARTICLE II
CHURCH PERSONNEL

The personnel of the Church are considered to be composed of the Senior Pastor, the Executive Director, the Ministerial Staff Members, and other Church personnel. They are to be called, employed and to serve according to the sections in this Article II. The Senior Pastor, the Executive Director and all Ministerial Staff Members shall become a member of the Church as soon as reasonably practical following acceptance of employment with the Church, and shall remain a member of the Church for as long as they are employed by the Church, in addition to possessing the other qualifications set forth in this Article II.

2.1 Senior Pastor.

2.1.1 Duties of the Senior Pastor. The Senior Pastor is the leader of the Church and is responsible for its functioning as a New Testament church. The primary responsibility of the Senior Pastor is the spiritual growth of the Church. The Senior Pastor shall be responsible for the faithful conduct of the worship services of the Church. The Senior Pastor shall lead the congregation, the organizations, and the Church Ministerial Staff in performing their tasks. The Senior Pastor shall be responsible for all Church personnel and shall have general oversight of all ministries and activities of the Church. Likewise, the Senior Pastor is the chief executive officer of the Church relating to the administration of the Church and for all corporate purposes. Details of the Senior Pastor's duties are set forth in the Staff Job Description Manual which is maintained by the Personnel Team. The Senior Pastor shall be subject to the supervisory authority of the Personnel Team as set forth in Section 5.2.3(f) hereof. The Senior Pastor shall be an ex officio, non-voting member of all of the standing teams of the Church (see Section 5.1.2), and shall assign a Ministerial Staff Member or other Church personnel to serve as a staff liaison to each standing team (see Section 5.1.1).

2.1.2 Qualifications of Senior Pastor. The Senior Pastor:

(a) Shall have been ordained as a minister by a Southern Baptist Convention church.

(b) Shall meet all Biblical qualifications for the office of pastor as set forth in I Timothy 3:1-7, and shall have personally determined that he has been called into the ministry by the prompting of the Holy Spirit.

(c) Should be a good steward of his income, recognizing the tithe to his local church as a minimum of his giving.

(d) If the Senior Pastor is married, his wife shall share in like manner in Christian consecration and Church loyalty.

(e) Shall have a Master of Divinity degree from an accredited Southern Baptist Seminary. A Doctoral degree from an accredited Southern Baptist Seminary is desired but not required.

2.1.3 Calling of Senior Pastor or Co-Senior Pastor. A Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs, or whenever the Church votes to call a Co-Senior Pastor by the affirmative vote of two-thirds (2/3) of those present and voting at a special business meeting called for that purpose. The calling of a Senior Pastor or a Co-Senior Pastor shall be in accordance with the procedures set forth in this Section 2.1.3.

(A) Interim Pulpit Team. At the earliest possible date after a vacancy in the office of Senior Pastor has occurred or has been announced, the Chairman of the Deacons shall appoint an Interim Pulpit Team consisting of five (5) Church members. For as long as the position of Senior Pastor shall remain vacant, the Interim Pulpit Team shall be responsible for ensuring that a qualified person fills the pulpit for each regular Sunday morning worship service, and such other Church services as may be feasible. The Chairman of the Team will work with the Church's Personnel Team and the Stewardship Team, to determine a compensation package for the interim pastor, if any, with the compensation package to be subject to the approval of the Church membership.

(B) Election of Senior Pastor Search Team. Upon a vacancy in the office of Senior Pastor or if the Church elects to call a Co-Senior Pastor, the Deacons, working in cooperation with the Moderator, shall present nominations for a Senior Pastor Search Team consisting of seven (7) members and three (3) alternates who shall be elected from the membership of the Church, at the earliest possible date after the vacancy has occurred or has been announced. At the time the Deacons and the Moderator jointly present their nominations at any regular or special business meeting, any Church member shall have the privilege of making nominations for the Senior Pastor Search Team according to standard parliamentary procedure. In the event that more than seven (7) members and three (3) alternates are nominated, there shall be an election by secret ballot. The seven (7) persons who receive the highest number of votes shall constitute the Senior Pastor Search Team and the three (3) persons receiving the next highest number of votes shall be the alternates. In case of a tie, the member who has the longest current membership shall be elected.

(C) Duties of Senior Pastor Search Team. The Senior Pastor Search Team shall elect its chairman, vice-chairman and secretary from among its members. The Team shall ascertain the will of God and the desires of the Church membership with regard to the attributes and qualities desired in the new Senior Pastor and any conditions of his employment. The Team shall thereafter function to do the following:

(1) The Team shall seek out suitable qualified candidates for the Senior Pastor position, investigating and evaluating each man as to his character, doctrine, training and pastoral experience.

(2) By unanimous vote of the entire Team, the Senior Pastor Search Team shall determine a candidate to present to the Church membership for consideration. The Senior Pastor Search Team shall bring only one (1) candidate at a time for consideration by the congregation.

(3) The Chairman of the Team will work with the Church's Personnel Team and the Stewardship Team to determine a compensation package, transitional expenses, and benefits for the new Senior Pastor.

(D) Election of Senior Pastor or Co-Senior Pastor. The election of the Senior Pastor or a Co-Senior Pastor shall take place at a special business meeting. At least ten (10) day's public notice shall be given for the meeting to elect the Senior Pastor or Co-Senior Pastor. The election shall be held by secret ballot. The affirmative vote of three-fourths (3/4) of the members present and voting shall be required for election. Twenty-five percent (25%) of the Church membership shall constitute a quorum for any special business meeting called regarding the election of the Senior Pastor or a Co-Senior Pastor.

2.1.4 Senior Pastor's Term of Service; Termination. The person, thus elected, if he accepts the call, shall serve as the Senior Pastor of the Church for an indefinite period of time at the will of the Church or until the relationship is terminated by mutual consent or at his request or at that of the congregation, both the Senior Pastor and the Church seeking at all times to follow the will of God and the leadership of the Holy Spirit in reference to such matter. A Senior Pastor requesting termination shall give at least four (4) weeks' notice before relinquishing his responsibilities as Senior Pastor of the Church. Termination at the request of the congregation shall take place at a special business meeting. At least one (1) week's public notice shall be given for the meeting to terminate the Senior Pastor. The vote shall be held by secret ballot. Twenty-five percent (25%) of the Church membership shall constitute a quorum for any special business meeting called to consider the termination of the Senior Pastor. The affirmative vote of two-thirds (2/3) of the members present and voting shall be required for termination.

2.2 Executive Director. The Executive Director shall be the chief administrative officer of the Church unless otherwise designated by the Senior Pastor. If the Moderator is not present, the Executive Director shall preside when present at all regular or special business meetings of the members of the Church, including the Annual Meeting of the members. The Executive Director shall report directly to the Senior Pastor who shall be responsible for the supervision of the performance of the duties and responsibilities of the Executive Director. The Executive Director shall: (i) be responsible for the general supervision of the affairs, properties and operations of the Church; (ii) directly supervise the activities and performance of its Ministerial Staff Members and other Church management personnel who report directly to him, in their various duties and responsibilities; and, (iii) be responsible for the management and operational control of the day-to-day administrative functions of the Church. The Executive Director may execute and deliver in the name and on behalf of the Church any and all contracts or instruments of any kind or character authorized by the members or the Church Corporate Council. Details of the Executive Director's duties are set forth in the Staff Job Description Manual which is maintained by the Personnel Team.

2.3 Church Ministerial Staff.

2.3.1 Ministerial Staff; Employment. Within the scope of the personnel budget approved by the members of the Church as a part of the Church's annual budget, the Senior Pastor shall employ such ministerial staff members as he shall determine are necessary or advisable for purposes of leading, conducting and performing the various ministries of the Church (the "***Ministerial Staff Members***"). Ministerial Staff Members other than the Senior Pastor shall be hired by the Senior Pastor in consultation with the Executive Director and the Personnel Team, and Ministerial Staff Members shall serve subject to the authority of the Senior Pastor.

2.3.2 Written Job Descriptions. The Senior Pastor shall be responsible for the preparation of, and shall approve, a written job description for each ministerial staff position, which job descriptions shall be contained in the Staff Job Description Manual to be maintained by the Personnel Team. A copy of the manual shall be placed in the Church Office and the Church Library for review by any Church member.

2.3.3 Use of Search Team or Firm. In the discretion of the Senior Pastor, and in consultation with the Executive Director and the Personnel Team, a search team consisting of Church Members may be appointed by the Senior Pastor to assist in the search process for any Ministerial Staff Member position. In the event that the Senior Pastor determines that it would be appropriate or advisable to retain a third-party search firm to assist in the recruiting and hiring process for a Ministerial Staff Member position, the Senior Pastor shall have the discretion to retain a search firm as long as the necessary funds for the payment of all required fees and expenses of the search firm are available in the then-current budget. In the event that sufficient funds are not available in the then-current Church personnel budget for: (i) the creation of any Ministerial Staff Member position or other Church personnel position; or (ii) the hiring of any new Church personnel (including a Ministerial Staff Member) for any position; or (iii) the retention of a third-party search firm; then, in that event, action by the Church Members shall be necessary to approve the additional funds necessary for such action before any such action may be taken by the Senior Pastor or any other Church personnel.

2.3.4 Church Management Organizational Chart. The Senior Pastor shall be responsible for the organizational chart for the Church's management structure. The organizational chart shall identify all current Ministerial Staff Members and other management personnel employed by the Church. The Senior Pastor shall be responsible for updating the Church's organizational chart whenever he, in his discretion (in conformity with this Section 2.3), makes any changes to the positions of any of the Church Ministerial Staff Members or other Church management personnel or their duties or responsibilities, and he shall deliver the revised organizational chart to the Personnel Team so that the Personnel Team has a current organizational chart at all times.

2.3.5 Term of Service; Termination. The person called, if he accepts the call to serve in one of the Ministerial Staff Member positions, shall serve as a minister of the Church for an indefinite period of time at the will of the Senior Pastor until the relationship is terminated: (i) by mutual consent; (ii) at the Ministerial Staff Member's request; or (iii) at the

request of the Senior Pastor in consultation with the Executive Director and the Personnel Team. Both the minister and the Church shall seek at all times to follow the will of God and the leadership of the Holy Spirit in reference to such matters.

2.3.6 Qualifications of Ministerial Staff Members. All of the Ministerial Staff Members of the Church:

(a) Shall have been ordained as a minister by a Southern Baptist Convention church.

(b) Shall meet all Biblical qualifications for the office of minister as set forth in I Timothy 3:1-7, and shall have determined that he has been called into the ministry by the prompting of the Holy Spirit.

(c) Should be a good steward of his income, recognizing the tithe to his local church as a minimum of his giving.

(d) If the Ministerial Staff Member is married, his wife shall share in like manner in Christian consecration and Church loyalty.

(e) Shall have, at a minimum, a bachelor degree from an accredited four (4) year institution of higher learning, and such other educational, training and/or licensing requirements as may be deemed to be necessary or advisable for the particular Ministerial Staff position in question by the Personnel Team, in its discretion. A Master's degree from an accredited Southern Baptist Seminary is desired.

2.4 Other Church Personnel. All other Church employees shall have a written job description and shall be employed and terminated by the Senior Pastor and/or the Executive Director in consultation with the Personnel Team. The authority to employ and/or terminate Church Personnel may be delegated by the Senior Pastor to any direct or indirect supervisor of the individual who is being hired and/or whose employment is being terminated, as applicable. The written job descriptions for all Church employees shall be contained in a Staff Job Description Manual to be maintained by the Personnel Team, a copy of which shall be placed in the Church Office and the Church Library for review by any Church member.

ARTICLE III
DEACONS

3.1 Number; Terms of Service. The number of Deacon positions to be filled is to be determined by the Deacon body each year in accordance with Section 3.3 hereof. Whenever there are multiple Church campus locations at which Church worship services are regularly held, the number of Deacons for each campus shall be determined by the Deacon body.

Deacons shall be elected to serve a three (3) year term of office, with approximately one-third of the Deacon body being elected and one-third of the Deacon body rotating off of service each year. After serving a term of three (3) years, a Deacon shall not be eligible to serve another term until the lapse of at least one (1) year. If any vacancy occurs in any Deacon position, it

shall not be filled until the election of Deacons at the next Annual Meeting (see Section 3.3). There is no obligation to elect as an active Deacon a person who transfers his membership to this Church from another church where he has served as a deacon.

3.2 Qualifications. The qualifications of a Deacon are:

(a) A Deacon shall be nominated from a list of the male resident membership of the Church and shall be at least twenty-one (21) years of age as of January 1 of the year in which the election is held.

(b) He shall have been a member of this Church for at least one (1) year as of the date of the nominating election.

(c) He shall measure up to the requirements given in I Timothy 3:8-12 and Acts 6:3, including the requirements that he shall:

(i) be a man who has never been divorced;

(ii) live a consecrated Christian life, bringing no reproach by his conduct upon the Church or the cause of Christ; and

(iii) be evangelistic and missionary in spirit, deeply interested in the salvation of souls at home and abroad.

(d) He shall be fully cooperative with the Senior Pastor and Church in a great spiritual program of advancement.

(e) He shall regularly attend Church, unless hindered by circumstances beyond his control.

(f) He shall be a tither, bringing his tithes and offerings systematically to the Church for the Lord's work.

(g) He shall be a man who refrains from destructive criticism of his Senior Pastor and Church and is willing to settle all difficulties in a quiet and Christian manner, without hurting the cause of Christ and the Church.

(h) He shall be able to keep in confidence those things which should not be discussed with others.

3.3 Election of Deacons. The following procedures shall be followed in the election of Deacons:

(a) Each year the current Deacons shall recommend the number of Deacons to be elected from each Church campus for the coming Church year.

(b) Under the direction of the Deacon Chairman, a list shall be compiled of men eligible for nomination in accordance with Sections 3.2(a) and (b) hereof. The congregation shall be notified that the 30-day nomination period is now open, and that the list of men eligible to be nominated, nominating forms, list of men currently serving as Deacons, and the qualifications for Deacons are now available. Any Church member may nominate candidates from the list of eligible men. The number nominated by any member shall not exceed the number to be elected. All nomination forms should be turned in to the Church office at each campus when completed.

(c) The Chairman of Deacons is responsible for compiling a list of those nominated no later than one (1) week following the closing of the nomination period, and such list of nominees shall be presented to the Senior Pastor. Within one (1) week after the list of nominees is completed, the Church shall deliver a written notice to each nominee to inform him that he has been nominated for election as a Deacon and inquire whether he would be willing to serve as a Deacon if elected. The notice shall provide the nominees a period of ten (10) days in which to indicate a willingness to serve if elected.

(d) The Senior Pastor (or his designee) and the Chairman and/or the Chairman-Elect of the Deacons shall jointly interview each of the nominees who indicates a willingness to serve if elected to determine whether such nominee meets the qualifications for Deacon as set forth in Section 3.2 hereof. Lists shall then be compiled of all nominees from each campus who meet the qualifications for Deacon, and those lists shall be made available in the Church office and such other location(s) at each campus as determined to be suitable by the Chairman of the Deacons.

(e) The election of Deacons shall take place at a business meeting which shall be held no earlier than thirty (30) days after the list of qualified nominees is made available to the Church members. A member shall not vote for more candidates than there are vacancies to be filled. Any member may vote for any Deacon nominee from the list of qualified nominees without regard to the campus location where the Deacon is to serve if elected and regardless of the campus where the member regularly attends worship services.

(f) A member who desires to vote by absentee ballot may do so by coming to the Church office at any campus, signing a record book or log maintained for the purpose of listing those voting by absentee ballot, marking his/her ballot, and placing it in the ballot box. The only exception to this procedure shall be for a homebound member whose ballot may be presented to him/her by such person(s) as may be appointed by the Chairman of the Deacons for that purpose. The ballot shall be marked in the presence of the representative appointed by the Chairman of the Deacons who shall place the ballot in a sealed envelope and deposit it in the ballot box. An announcement shall be published and an announcement shall be made during the regular Sunday morning worship service(s) at each campus at least ten (10) days prior to the date of the business meeting scheduled for the election of Deacons, that absentee ballots are now available. The absentee ballots shall remain available until the start of the business meeting at which the Deacon election is held. The absentee ballot procedure shall be supervised by the Chairman of the Deacons.

(g) Ballots, which shall include the lists of all qualified nominees from each campus, shall be given to all Church members present during the scheduled business meeting for the election of Deacons.

(h) A team composed of the Chairman of Deacons and six (6) other active Deacons from those not eligible for re-election shall be elected by the deacons to count the ballots. Those qualified nominees receiving the highest number of votes for the number of Deacons to be elected for each campus shall be elected as Deacons. The number of Deacons elected shall equal the number of vacancies to be filled for each campus in accordance with Section 3.3(a). In case of a tie, the member who has the longest current membership in the Church shall be elected.

(i) Any man elected as a Deacon pursuant to the provisions of this Section 3.3 who has not been previously ordained by a Southern Baptist Convention church shall be subject to confirmation by the Ordination Council pursuant to the provisions of Section 3.4.2 hereof. In the event that the elected Deacon is not confirmed by the Ordination Council, then that position shall be filled by the qualified nominee from that campus who received the next highest number of votes.

(j) The Chairman of the Deacons shall read into the minutes at the next regular Church Business Meeting the names of the men elected to serve as Deacons.

3.4 Ordination of Ministers and Deacons; Procedure.

3.4.1 Ordination of Ministers. A candidate will be considered for ordination into the Gospel ministry when a written request is made to the Church by a Christian church or other Christian ministry and when the candidate is serving or has been called to a bona fide occupational ministry position by a church or Christian ministry. For purposes of this Section 3.4.1, temporary part-time or interim positions will not be considered as bona fide occupational ministry positions; however, bi-vocational ministry positions will be deemed to be bona fide occupational ministry positions, as determined by the Deacon body in its discretion on a case-by-case basis. The Deacon body shall be responsible for establishing and maintaining the procedures for review, examination and ordination of candidates and shall make revisions to those procedures as the Deacon body deems necessary from time to time. At a minimum, the procedures established by the Deacon body shall include:

(a) Upon receipt of a request for ordination, an application package shall be delivered to the candidate for completion and submission to the Chairman of the Deacons or his designee.

(b) The candidate's completed application package shall be reviewed by the Senior Pastor, the Chairman of the Deacons, Chairman-Elect of the Deacons, and the Executive Director to determine the acceptability of the application package.

(c) Provided that the candidate's application is found to be acceptable and is approved following review, the Chairman of the Deacons shall convene an Ordination Council consisting of ordained deacons and ministers from any Southern Baptist Convention

affiliated church. The Chairman of the Deacons or his designee shall serve as Chairman of the Ordination Council.

(d) After examining the candidate, the Chairman of the Ordination Council, with the advice and consent of the Ordination Council, shall recommend ordination and the ordination service may be held.

3.4.2 Ordination of Deacons. Upon election as a Deacon pursuant to the procedures set forth in Section 3.3 hereof, any man who has not been previously ordained by a Southern Baptist Convention affiliated church shall be subject to confirmation by the Ordination Council and ordained in accordance with this Section 3.4.2. The Chairman of the Deacon body shall be responsible for establishing and maintaining the procedures for review, examination and ordination of candidates and shall make revisions to those procedures as the Deacon body deems necessary from time to time. At a minimum, the procedures established by the Deacon body shall include:

(a) The Chairman of the Deacons shall convene an Ordination Council consisting of ordained deacons and ministers from any Southern Baptist Convention church. The Chairman of the Deacons or his designee shall serve as Chairman of the Ordination Council.

(b) After examining the candidate, the Chairman of the Ordination Council, with the advice and consent of the Ordination Council, shall prepare and deliver a written report to the Deacon body concerning the acceptability of the candidate.

(c) The Deacon body shall determine whether to recommend to the Church that the candidate be ordained, and if so, an ordination service shall be placed on the Church calendar and carried-out.

(d) The Chairman of the Deacons shall read into the minutes at the next regular Church Business Meeting the names of the men ordained as Deacons at the ordination service.

3.5 Duties. In accordance with the meaning of the work and practice of the New Testament, Deacons are to be servants of the Church. The tasks of the Deacons are:

(a) To proclaim the gospel to believers and unbelievers.

(b) To care for the Church members and other persons in the community.

(c) To be zealous to guard the unity of the spirit within the Church in the bonds of peace.

(d) To serve as a council of advice in conference with, and to assist, the Senior Pastor and the Ministerial Staff Members in all matters pertaining to the welfare and work of the Church.

(e) To minister diligently to their assigned flock and, to the best of their ability, they are to establish and maintain personal fraternal relations with and inspiring oversight of the general membership of the Church.

(f) In counsel with the Senior Pastor, and by such methods as the Holy Spirit may direct in accordance with the New Testament teachings, they are to have the oversight of the discipline of the Church, in administering which they are to be guided by the principles set forth in Matthew 18:15-17, I Corinthians 5:9-11, and I Thessalonians 5:12-14.

(g) To assist the Senior Pastor in observance of The Lord's Supper.

(h) Be responsible for establishing and maintaining the procedures for review, examination and ordination of candidates as described in Section 3.4.2 hereof.

(i) Select and present to the Church on or before the Annual Meeting of Church members nominations for persons to fill vacancies on the Church Nominating Team. Also select and present a person to serve as chairman of the Church Nominating Team.

(j) The Chairman of Deacons in concert with Church staff shall, from time to time, devise and implement methods to ensure that the Church membership rolls are correct and include only currently active members.

(k) The Chairman of Deacons, together with the Executive Director and the Moderator, shall nominate persons to serve in the Elected Board Member positions of the CCS School Board in accordance with Section 6.3.3 hereof.

(l) In no case will the Deacons act for or on behalf of the Church except by specific authorization from the Church membership.

3.6 Organization of Deacons. The whole Deacon body shall be organized as a unit for the consideration of matters relating to the duties set forth above, and shall meet monthly or as needed. They shall annually elect a Chairman-Elect from among themselves, who shall serve in the capacity of Vice-Chairman for one (1) year, taking office as Chairman the following year. The Chairman of Deacons shall be an ex officio, non-voting member of all the standing teams of the Church (see Section 5.1.2). They may create and elect such other positions of leadership and may organize themselves into such teams as they, in their wisdom and discretion, shall determine to be necessary or advisable for purposes of enabling the Deacon body to fulfill its duties and purposes. However, except as expressly set forth in these Bylaws, it is understood that the Deacon body is hereby granted advisory power only. Each Deacon shall freely confer with the Senior Pastor about all matters and cases of discipline which in his judgment would most wisely and spiritually be handled in private.

The Pastoral Relations Team of the Deacons shall be a permanent standing team of the Deacons. It shall be the responsibility of the Pastoral Relations Team to aid the Senior Pastor in matters of personal and spiritual concerns. The Pastoral Relations Team shall consist of the Chairman of the Deacons, the Vice-Chairman of the Deacons, one (1) Deacon elected from each

year's rotation on the Deacon body and any additional members as may be necessary to ensure that the Team has at least one Deacon who serves at each campus location.

ARTICLE IV
PROGRAM ORGANIZATIONS AND MINISTRY ACTIVITIES

4.1 Programs and Ministry Activities In General. All organizations and ministries of the Church shall be under Church control and consistent with the Church Covenant. Each organization and ministry activity of the Church is to be under the supervision of the Senior Pastor or his designated Ministerial Staff Member. In order for a ministry activity to be considered as a ministry of the Church, it must be under the Scriptural authority of the Church so as to ensure appropriate accountability, integrity and management of such ministry activity.

4.2 Program Directors. The various ministries and programs/activities of the Church are sometimes organized in such a manner so that they are placed under the supervision of a program director in addition to, or instead of, a Ministerial Staff Member. Some program directors are volunteers (unpaid) and some are paid employees of the Church (collectively, the "***Program Directors***"). All volunteer Program Directors of any ministry activity/program organization and all volunteer workers who work in the various ministry activities/program organizations of the Church shall be members of the Church, and shall work under the supervision of a Church employee. All volunteer Program Directors shall be elected by the members of the Church at the Annual Meeting of the members, with such Program Directors being nominated to serve in accordance with Section 5.2.2(g) hereof. Paid Program Directors shall be employed and terminated by the Senior Pastor in consultation with the Executive Director and the Personnel Team, in accordance with Section 5.2.2(c) of these Bylaws.

4.3 Directory of Church Ministries. A Directory of Church Ministries shall be maintained in the Church office and the Church Library for review by any Church member, and on the Church's Internet web site. The Directory shall describe the name of each ministry activity/program organization, the defined ministry objective, and the Ministerial Staff Member and/or the Program Director (if any) having responsibility for that ministry activity/program organization.

4.4 Organizational Structure; Supervisory Authority. All leaders of the various programs and ministries of the Church: (i) shall report to the person designated as their supervisor by the Executive Director and/or the Senior Pastor; and (ii) may create such organizational structure as may be determined to be necessary or advisable by the Executive Director, with the approval of the Senior Pastor.

4.5 Small Groups; Ministry Role. The individual Small Groups are to be the primary organizational group within the Church which is responsible for ministering to and meeting the spiritual, educational and other needs of the members of the Church. Therefore, all Church members are encouraged to join, associate with, and attend a Small Group class. Those who are involved in the ministry of teaching Small Groups are encouraged to become and remain as an associate member of an appropriate Small Group. Each new Church member is encouraged to participate in any new-member class offerings and to then (or at the same time)

join a Small Group to establish fellowship, bible study, and ministry with other members. All members shall retain right to join and attend a Small Group of his/her own choosing.

4.6 Church Volunteers in Children's Ministries. All Church volunteers seeking to work in children's ministries shall comply with all applicable Church policies, including its Child Protection Policy. Each volunteer shall execute a release and an authorization consenting to a relevant search of his/her background information using the form prescribed by the Church and shall pass all applicable background investigations performed by the Church staff or third parties in accordance with the Church's Child Protection Policy before he or she will be allowed to work in any ministries of the Church relating to children or minors. A copy of the authorization to be used shall be maintained in the Church Office and Church Library for review by any Church member. Children's ministries shall include all Church-sponsored activities, classes, programs and special events involving children under the age of 18 years.

ARTICLE V
TEAMS

Throughout these Bylaws, the term "***Team***" is intended to be, and shall be deemed to be, synonymous with the term "committee" as that term is commonly used for governance purposes, for purposes of parliamentary procedure, and for any other purpose.

Three types of Teams are organized for purposes of facilitating the organization and work of the Church through the various ministry activities and programs and thereby assisting the Church, its ministries, and staff in the fulfillment of the Church's purpose. These are termed Permanent Standing Teams, Ad Hoc Teams, and Ministry Support Teams. The organization and duties of these Teams are described in Sections 5.1, 5.2, and 5.3, respectively of these Bylaws.

5.1 Directives for Standing Teams.

5.1.1 Creation and Termination of Standing Teams. As set forth in Section 5.2 hereof, there shall be five permanent standing teams of the Church: the Missions Team, the Nominating Team, the Personnel Team, the Stewardship Team, and the Trustee Team (the "***Permanent Standing Teams***"). The Church membership may, in its discretion, create and organize such other standing teams as the members may deem to be necessary or advisable for purposes of facilitating the organization and work of the Church. No standing team shall be created or eliminated except by action of the Church members. Specifically, the affirmative vote of two-thirds (2/3) of the members present and voting at a business meeting at which a quorum is present shall be required for the creation or termination of a standing team. The Ministerial Staff Member(s) and/or other Church staff assigned by the Senior Pastor to work with each standing team shall be ex officio, non-voting members of the team to which they are assigned.

5.1.2 Team Members; Nomination and Election. All members of any standing team shall be members of the Church. Team members of all standing teams shall be nominated by the Nominating Team and elected by the Church to serve a three-year term unless otherwise indicated in the description below. The team members shall serve on a three-year rotation system with one-third (1/3) of the team members rotating off and with new members elected to fill those positions each year. After serving a term of three (3) years, or more than one

(1) year of an unexpired term, no team member shall be eligible to serve another term on the same team until the lapse of at least one (1) year. The Senior Pastor, Executive Director, Moderator, and Chairman of Deacons shall be ex officio non-voting members of all standing teams of the Church.

5.1.3 Team Meeting Minutes. All standing teams shall maintain minutes and attendance records of each meeting. Within thirty (30) days following each meeting, the minutes shall be filed in the Church library and the Church Office with the Administrative Assistant to the Senior Pastor or to such other administrative staff person as may be designated by the Senior Pastor.

5.2 Permanent Standing Teams. The following are the only Permanent Standing Teams of the Church:

5.2.1 Missions Team. The Missions Team shall consist of nine (9) members. This team shall:

(a) Interact with Missions Staff, giving counsel as needed in planning and leading the mission program of the Church.

(b) Meet regularly for the planning and support of upcoming mission activities.

(c) Interact with the Stewardship Team regarding the church budget allocation for mission activities.

(d) Develop a detailed annual budget for all funds anticipated which must be approved by the Stewardship Team.

(e) Promote participation in missions locally, nationally, and internationally as commanded in Acts 1:8.

(f) Have and maintain an interactive relationship with the entire Missions Staff.

An appropriate minister from the Ministerial Staff and/or a Program Director shall be appointed by the Senior Pastor to work with the team, who shall be an ex officio, non-voting member of the team.

5.2.2 Nominating Team. The Nominating Team shall consist of six (6) members who shall be nominated by the Deacon Body, which shall also nominate its chairman. The Nominating Team shall:

(a) On or before the Annual Meeting of members, select and present to the Church its nominations for filling vacancies on all Permanent Standing Teams, except for the Nominating Team.

(b) If vacancies occur within the permanent standing teams during the Church year, select and present at the next regular business meeting nominations to fill such vacancies (except for vacancies on the Nominating Team).

(c) Nominate the chairmen for each Permanent Standing Team (except the Nominating Team).

(d) Establish, a current Church Team Membership List of those persons who have been elected by the Church membership to serve on each team, the term for each team member, the chair and co-chairs of each team and the Ministerial Staff Member(s) and/or other Church staff assigned as the staff liaison for each team. Oversee placement and maintenance of the Team Membership List in the Church Office, the Church Library, and on the Church web site for review by any Church member.

(e) On or before the Annual Meeting of Church members, select and present to the Church its nominations for Church Moderator, Treasurer and Clerk.

(f) Consult with the Senior Pastor, the Executive Director, and other staff members, as appropriate, with regard to their appointment of members to Ministry Support Teams (see Section 5.4 of these Bylaws).

(g) On or before the Annual Meeting of Church members, select and present nominations for all volunteer Program Director positions for the various ministry activities/program organizations of the Church, as set forth in Article IV of the Bylaws.

The nomination procedures do not prohibit nominations from the floor during any Church business meeting at which elections are held for any volunteer Program Director, Permanent Standing Team member or any Officer position.

An appropriate Ministerial Staff Member and/or other Church staff member shall be appointed by the Senior Pastor to work with the Nominating Team, who shall be an ex officio, non-voting member of the team.

5.2.3 Personnel Team. The Personnel Team shall consist of six (6) members. This team shall:

(a) In concert with the Senior Pastor and Executive Director, maintain and keep current a Church Personnel Policies and Procedures Manual. Oversee placement and maintenance of a copy of that manual in the Church Office and the Church Library for review by any Church member.

(b) In concert with the Senior Pastor and Executive Director, maintain and keep current a Staff Job Description Manual and a Church organizational chart. (See Sections 2.3.4 and 4.4 hereof regarding potential changes in the organization chart). A copy of the organizational chart shall be maintained in the Church Office, in the Church Library, and on the Church's web site for review by any Church member.

(c) Consult with the Senior Pastor and the Executive Director regarding the hiring and termination of Church personnel. The Personnel Team shall also serve as an advisory group to the Senior Pastor and Executive Director on personnel issues.

(d) Ensure that annual job performance measures are established and that at least annual performance reviews are conducted of all Church employees by their supervisors. The annual review for each employee is to be in writing and discussed directly with that employee.

(e) Serve, on behalf of the Church, as the supervisory body regarding the job performance of the Senior Pastor.

(f) In cooperation with the Senior Pastor, establish mutually agreeable annual performance measures for the position of the Senior Pastor. Conduct periodic performance reviews and evaluations of the Senior Pastor (at least annually) in writing and discuss the evaluations directly with the Senior Pastor. The Personnel Team shall place a copy of each annual written performance evaluation in the Church Office and the Church Library in a manner whereby any Church member may review the evaluation upon request.

(g) Develop and recommend to the Stewardship Team a personnel budget to include salaries, benefits and other related expenses for the Senior Pastor, all Ministerial Staff Members, and all other employees of the Church, which shall be reviewed annually.

(h) At each regular Church business meeting, present a report identifying all employees of the Church who were hired, and all persons who are no longer employed by the Church, since the date of the last regular Church business meeting.

(i) All actions of the Personnel Team shall be taken in consultation with the Senior Pastor, the Executive Director, the Ministerial Staff Member and/or other Church staff members responsible for the affected programs.

The Senior Pastor and the Executive Director shall be ex officio, non-voting members of the team.

5.2.4 <u>Stewardship Team</u>. The Stewardship Team shall consist of nine (9) members plus the Church Treasurer, the Executive Director, and the Director of Business Operations who shall serve as ex officio, non-voting members of the team. Relying upon sound principles of financial management, the team shall:

(a) Develop an annual budget based upon the input of, and the review of appropriate information from, the various standing teams of the Church, Ministerial Staff Members, Program Directors and/or other Church staff responsible for the various programs and ministry activities of the Church, and following approval by the Senior Pastor and Executive Director (see <u>Section 12.1</u> hereof), recommend the annual budget to the members of Church for approval.

(b) Solicit, review, recommend modifications, and approve detailed annual budgets for all funds anticipated by each ancillary program of the Church whose income and expenses are outside the Church's annual budget, such as missions, Concord Christian School, Weekday Education Programs, KidzQuest, etc. (each, an "***Ancillary Program***").

(c) Ensure the accurate counting, depositing and administration of the tithes and offerings received by the Church on a weekly basis (see Section 12.5 hereof).

(d) Review the financial statements and financial condition of each program area of the Church, compare the actual results to the budget, and recommend adjustments as appropriate, including each Ancillary Program.

(e) Ensure that an annual audit of the Church's finances be performed and report to the Church that a copy of the most recent audit report has been placed in the Church Library for review by any Church member (see Section 12.2 hereof).

(f) Additional responsibilities of this team are described in Article XII of these Bylaws, entitled Church Finances, including check signing responsibilities (see Section 12.4).

5.2.5 Trustee Team. There shall be nine (9) members of the Trustee Team with backgrounds consistent with the duties of the Team who shall assist the Church in matters related to the administration and maintenance of all Church property. The Executive Director shall work with the Trustee Team and shall be an ex officio, non-voting member of the team. The team shall:

(a) Maintain policies and procedures for the use, modification, alteration, and designation of Church real property and assets.

(b) Ensure that property is maintained and managed in accordance with Church policies and procedures through facility management operations.

(c) Adequately insure property and contents against loss.

(d) Maintain a Master Site Plan, as well as a Facility and Site Use Plan.

(e) Ensure that Church assets are protected against potential loss or harm.

(f) Advise staff on ensuring compliance with authorized agreements, codes, and ordinances and performing all associated legal requirements of the Church.

(g) Provide guidance and recommendations to standing and ad hoc Church teams through consultation regarding the use, modification, alteration, or designation of Church real property or related assets.

(h) Provide direction, guidance, and assistance to the Church ministerial staff and the facility management staff of the Church regarding policies and operations related to the Church's real property, buildings and other related improvements, or the use of said property.

The Trustee Team shall have no power to buy, sell, mortgage, lease or transfer any property or assets of the Church or to borrow any money on behalf of the Church without a specific vote of the Church authorizing such action. The Trustee Team, Chair of the Trustee Team, or Trustee Team-appointed member(s) of the Trustee Team shall participate in the acquisition, design, development, construction, lease, or rental of any property or facility by any Church team. All monies received from the sale of any property declared surplus by the Church shall be deposited to the general fund. Trustee Policies and other documents reflecting acts of the Trustee Team shall be maintained in the Church Library for review by any Church member.

5.3 Ad Hoc Teams.

5.3.1 Creation & Termination. The Senior Pastor, Executive Director, the Moderator or the Church Corporate Council may, from time to time, and in their discretion, recommend for Church approval the creation of such ad hoc teams (the "***Ad Hoc Teams***") as may be necessary or advisable to assist the Church and its ministerial and/or lay leadership in researching, examining and evaluating issues relating to the administration of the Church or the fulfillment of its purposes. Upon approval by the Church, and in accordance with Section 5.3.2 hereof, each such Ad Hoc Team as created hereunder shall exist until the time specified in its written charter, unless earlier terminated by action of the members of the Church. The affirmative vote of two-thirds (2/3) of the members present and voting at a business meeting at which a quorum is present shall be required for the creation or termination of an Ad Hoc Team.

5.3.2 Scope & Written Charter for Ad Hoc Team. Following the approval of the creation of an Ad Hoc Team by the members, and after appropriate collaboration with the Senior Pastor, the Executive Director and any other Church personnel requested by the Senior Pastor and/or the Executive Director, the Moderator shall determine the number of members, the individuals selected to serve, the chairman, and the scope of each Ad Hoc Team, and shall place that information in a written charter delivered to the Ad Hoc Team by the Moderator. The Ad Hoc Team's scope and authority shall be limited to those matters assigned by the charter, unless subsequently modified by Church action. Each Ad Hoc Team which remains in existence shall present a brief status report regarding the work of the Team at the Annual Meeting of the members unless the members waive the reporting requirement.

5.3.3 Ad Hoc Constitution & Bylaws Team. Any time that it becomes necessary or advisable for the Constitution and Bylaws to be reviewed and/or revised, or in the event that any action is approved by the members of the Church at a business meeting which would impact any of the provisions of the Constitution and/or Bylaws, an Ad Hoc Team shall be appointed according the procedures of this Section 5.3. In any event, the Constitution and Bylaws of the Church shall be reviewed no less often than every two (2) years by such an Ad Hoc Team to determine whether any revisions to the Constitution and/or Bylaws should be proposed by the Team to keep them current and in harmony with the mission, procedures and practices of the Church.

5.4 Ministry Support Teams. The Senior Pastor, the Executive Director, Ministerial Staff Members and/or Program Directors (pursuant to the supervision or direction of the Senior Pastor and/or the Executive Director) may, from time to time, choose to enlist the assistance of Church members to facilitate the goals of specific ministries, programs or activities of the Church. The Church members selected on a given occasion to assist in this manner will be organized into a "***Ministry Support Team***". Upon approval of a team's scope, size, and organization by the Senior Pastor and/or Executive Director, the responsible Minister or Program Director may consult with the Nominating Team to appoint the members and chairman of that Ministry Support Team. The term of service of a team member shall be at the discretion of the responsible staff member. The supervising Minister or Program Director shall provide the team members with a written statement of the team's scope. A Ministry Support Team shall exist until its scope is completed or until the responsible Minister or Program Director proposes its dissolution. No action by the Church members shall be required for the creation, operation or termination of such Ministry Support Teams. Nothing herein shall prohibit the Senior Pastor, the Executive Director or other Church personnel from creating and implementing such informal teams of volunteers as may be deemed to be necessary, convenient or advisable for purposes of assisting in the work or operation of any ministry, program or activity of the Church.

ARTICLE VI
CONCORD CHRISTIAN SCHOOL

6.1 Historical Overview.

6.1.1 Formation and Growth. In 1969, the Church began its initial preschool program and subsequently offered a very successful and popular Kindergarten program. In 1995, the Church established an ad hoc Feasibility Study Committee to evaluate the possibility of creating a school based on a Biblical worldview which would add an elementary school to the already successful preschool and Kindergarten programs. After extensive study by the Committee, the members of the Church approved the creation of Concord Christian School ("***CCS***"), with grades 1- 3 being added to the Kindergarten program beginning with the 1996-1997 school year, and with subsequent Elementary School grades being added each year thereafter. In 1998, the Church approved the expansion of CCS through the Middle School grades (6 - 8) beginning with the 1999-2000 school year. In early 2009, the Church approved the further expansion of CCS by adding the High School grades beginning with the 9th grade in the 2009-2010 school year, and with additional grades being added each year thereafter.

6.1.2 Educational Philosophy; Mission Statement. The members of the Church approved the creation of CCS for the purpose of providing a Christ-centered, academically-excellent school experience that promotes fellowship with God, develops a Christian mind, receives training in godly living, and where each student is encouraged to develop as a whole person, striving for the understanding and fulfillment of God's purpose in his/her life. In harmony with the mission of our Church, the Mission Statement of CCS "is to lead students to connect with Christ, grow in faith, and serve with conviction, making a world of difference." The Church's philosophy of education through CCS is based on the following:

The fear of the Lord is the beginning of wisdom. At the heart of the Christian philosophy of education is the acknowledgement that God created all things and that they exist by His power and for His pleasure. Only through Christ can there be a unity which gives meaning to all parts of life. An education which fails to acknowledge God and His work will always be woefully inadequate and incomplete.

An education which understands the nature of reality, God, the universe, man and his purpose for existence, truth and absolutes, must be one which teaches the Bible as God's infallible Word and sees each student as created in God's image for His purpose. Life is then seen as contributing to God's purpose and man's ultimate goal is to know and obey God.

CCS endeavors to give a completely God-centered orientation of life to each student. It strives to help produce the mind of Christ in its students and to establish a well-grounded, biblical worldview. Academic pursuits are not a means of self-promotion or pride, but a way of increasing one's awareness of God and being useful in His kingdom. Christians should excel in all educational subject areas because they strive to put Christ first and to see their work as unto the Lord and not unto men.

The ultimate responsibility of educating a child has been given to the parents. A Biblically-based school should operate as an extension of, and as a partner with, the home and the church in training children to be godly.

6.1.3 Organizational Structure. From its inception, CCS has been and remains as a ministry of the Church. In 2007, the Church began the submission of its construction plans to the appropriate local authorities for approval of the development of the various parcels of real property along Belleaire Drive that had been acquired by the Church from 2002 through 2007, including the construction of a new Student Building and a new Children's Building for use by the Church and by CCS as educational space for pre-school through High School-aged children. At that time, the Church also determined that it would obtain certain bonds for which it qualified and which were to be issued by the Knox County Health, Educational & Housing Facility Board as a means of providing the financing for a portion of the construction of those improvements. In connection with obtaining the bond financing, it became necessary to organize CCS as a separate legal entity, and in accordance with the approval of the members of the Church, a new entity was formed on April 14, 2008, known as "Concord Christian School, LLC", for purposes of operating the school. CCS is a Tennessee member-managed, non-profit limited liability company. The Church is the sole Member of CCS as a limited liability company, and therefore, the Church governs and controls the operation of CCS as the sole Member. CCS was granted tax exempt status by the Internal Revenue Service pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

6.2 Accreditation. CCS has met the accreditation requirements of both the Association of Christian Schools International (ASCI) and the Southern Association of Colleges and Schools (SACS). CCS will ensure that it maintains appropriate policies and procedures in order to retain its accreditation with both ACSI and SACS.

6.3 Governing Board. Both ACSI and SACS require that, in order to maintain its accreditation, CCS must have a "governing board" which meets the requirements of those accrediting bodies. The governing board for CCS shall be known as the "***CCS School Board***."

6.3.1 Number; Election & Term. The CCS School Board shall consist of a total of five (5) members, including the Senior Pastor and the Executive Director, but may be increased to a maximum of nine (9) total members by action of the members of the Church; provided, however, that the total number of members of the Board shall always be an odd number. The Senior Pastor and the Executive Director shall be permanent, voting members of the CCS School Board, whose terms on the CCS School Board shall run for so long as they serve in those positions of the Church. The other members of the CCS School Board (the "***Elected Board Members***") shall serve three-year terms, on a rotating basis. The Elected Board Members shall be elected by the members of the Church at the Annual Meeting of the members, with one-third of the Elected Board Members being elected each year in accordance with the preceding sentence.

6.3.2 Qualifications. All Elected Board Members shall be members of the Church. Neither the Headmaster of CCS nor any other person who is an employee of CCS, or who is an independent contractor doing business with CCS, or who otherwise has a personal financial interest in the operation of CCS are eligible for election as an Elected Board Member. All Elected Board Members shall have the appropriate skills, training and/or experience in order to be competent to assist in the management of CCS as an educational institution. After serving a term of three (3) years on the CCS School Board, or more than one (1) year of an unexpired term, no Elected Board Member shall be eligible to serve another term on the CCS School Board until the lapse of at least one (1) year.

6.3.3 Nomination. Nominations for the position of an Elected Board Member shall be submitted to the members of the Church by a team comprised of the Executive Director, the Moderator and the Chairman of the Deacons.

6.3.4 Removal. An Elected Board Member may be removed at any time for cause when such action will serve the best interests of the Church, where such reasons for removal are submitted and heard by the members of the Church, by the affirmative vote of two-thirds (2/3) of the members of the Church at any regular or special business meeting.

6.3.5 Resignation. An Elected Board Member may resign at any time by giving a written notice of resignation to the Executive Director of the Church. A resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified in the notice, then it shall be effective immediately upon receipt, and the acceptance of a resignation shall not be required to make it effective.

6.3.6 Vacancies. Any vacancy in the position of an Elected Board Member which shall arise from the death, resignation or removal of an Elected Board Member may be filled at any time after the occurrence of the vacancy by the members of the Church at any regular or special meeting of the members. The Elected Board Member who is elected to fill a

vacancy shall hold office for the remaining, unexpired term of their predecessor in office and until his/her successor is duly elected.

6.3.7 Quorum. At all meetings of the CCS School Board, a majority of the whole Board shall constitute a quorum for the taking of any action, and the vote of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. A majority of the Board members present at a meeting at which a quorum is present may adjourn any meeting to another place, date and time.

6.3.8 Conduct of Meetings. At each meeting of the CCS School Board, the Senior Pastor, or in his absence, the Executive Director, shall act as chairman of the meeting. Any person appointed by the chairman of the meeting shall act as secretary of the meeting and shall keep the minutes thereof. The order of business at all meetings of the Board shall be as determined by the chairman of the meeting. Members of the CCS School Board may participate in a meeting of the Board by means of conference telephone or by any other electronic means provided that all persons participating in the meeting can simultaneously hear each other, and participation by any such means shall constitute presence in person at the meeting for all purposes, including for purposes of determining a quorum.

6.3.9 Action by Written Consent. In accordance with Tennessee Code Annotated Section 48-249-405(c), any action required or permitted to be taken at any meeting of the CCS School Board may be taken without a meeting if all of the members of the Board consent in writing to taking such action without a meeting. If all Board members so consent, the affirmative vote of the number of Board members that would be necessary to authorize or take such action at a meeting shall be the act of the Board. Such consent(s) shall describe the action taken, be in writing, be signed by each Board member entitled to vote, indicate each signing Board member's vote or abstention on the action, and be filed with the minutes of the proceedings of the Board. Following execution of a written consent by a Board member, the delivery by the Board member of a copy of the executed consent by facsimile, by electronic mail, or by any other electronic means shall constitute valid execution and delivery for all purposes.

6.4 Duties of CCS School Board. The primary function of the CCS School Board shall be to: (1) provide accountability for the Headmaster of CCS and for the overall operation of the school; (2) develop general policies that it deems to be appropriate, in its discretion, for the proper operation of CCS and to ensure high-quality educational opportunities and care for the students of CCS; (3) ensure the financial stability and accountability of CCS; and (4) ensure that the leadership of CCS reflects a clear, Christ-centered governance and leadership model. The role of the CCS School Board is not to manage the day-to-day operation of CCS, but instead to empower the Headmaster and the administration of CCS by establishing appropriate policies to accomplish the mission of the school. The CCS School Board, working in connection with the Senior Pastor, shall be responsible for the selection and the evaluation of the Headmaster for CCS. The Headmaster, his subordinate staff and the faculty of CCS shall be responsible for implementing any policies established by the Board and for administering the operation of the school. The Board shall periodically review and evaluate the effectiveness and performance of the CCS Headmaster.

6.5 CCS Headmaster. The Headmaster of CCS shall be the chief executive officer of the school. In accordance with Section 2.2 hereof, the Headmaster of CCS shall report directly to the Executive Director of the Church. In accordance with Sections 2.1.1 and 6.4 hereof, the Senior Pastor, as the chief executive officer of the Church, the Executive Director, and the CCS School Board shall have supervisory authority over the Headmaster and shall have the authority to hire or to terminate the employment of the Headmaster as well as the authority to take any disciplinary action that they, in their discretion, deem appropriate.

Subject to the supervision of the Senior Pastor, the Executive Director and the CCS School Board, the Headmaster shall have the following duties, responsibilities and authority:

(a) To hire and to terminate the employment of all CCS personnel, including teaching faculty, teaching support staff, and administrative personnel, and to organize all personnel of CCS in such manner as the Headmaster shall determine to be necessary or advisable. The Headmaster shall develop, implement and maintain appropriate procedures for the periodic review and evaluation of the effectiveness and performance of CCS administrative personnel and teaching faculty. The Headmaster shall further ensure that CCS has qualified administrative personnel and teaching faculty with the experience, competence and capacity to properly lead the school in accordance with the principles set forth in Section 6.1.2 hereof.

(b) The Headmaster shall ensure that CCS complies with all applicable laws, rules and regulations of any federal, state or local authorities relating to the operation of a school which offers Kindergarten through High School education, as well as licensure requirements, standards, and documentation requirements.

(c) The Headmaster will supervise the day-to-day operation of CCS on a financially sound basis by ensuring that: (1) the budget is constructed carefully using input from CCS staff and that it reflects an accurate assessment for educating a student; (2) financial resources are available to fulfill the mission and programs of CCS; (3) financial operations and decisions are conducted with integrity and in accordance with biblical principles; and (4) that the school is managed properly in accordance with the stated goals of the school.

(d) The Headmaster will provide spiritual leadership to CCS employees and students in fulfilling the Christ-centered mission of the school.

(e) The Headmaster will ensure that appropriate policies and procedures are in place to see that the educational needs, as well as the developmental needs of the whole child, of each admitted student are being met on the basis of biblical principles, professional ethics, and high standards.

ARTICLE VII
CHURCH CORPORATE COUNCIL

7.1 General Powers. Subject always to the discretion and control of the Church members which shall have the ultimate authority to exercise the corporate governance powers of the Church, the Church Corporate Council (the "***Council***") shall exercise such powers as are delegated to the Council by these Bylaws and/or by action of the members, and shall serve as the

board of directors of the Church for corporate purposes pursuant to the Tennessee Nonprofit Corporation Act as set forth in Tennessee Code Annotated Sections 48-51-101, et seq., or as the same may hereafter be amended. In such capacity, and subject always to the discretion and control of the Church members, the Council shall serve to assist in the supervision of the management of the property and affairs of the Church, but shall not exercise any powers reserved to the members of the Church or which are assigned to the officers of the Church, the Senior Pastor and Ministerial Staff of the Church, the Teams of the Church, or any other body or department identified in these Bylaws, or which are inconsistent with the Charter, the Constitution or these Bylaws. The Council shall only perform those duties and carry out those functions as are assigned to the Council by these Bylaws or as directed by the Church members. The primary function of the Council shall be to implement and carry out the matters assigned to the Council by the members. The Council shall not mortgage, pledge, grant a security interest in, lease or otherwise transfer or encumber any property or assets of the Church and shall not obtain any loans or enter into any indebtedness on behalf of the Church or enter into or execute any contracts or agreements without a specific affirmative vote of the members of the Church authorizing such action.

7.2 Number, Designation & Qualification of Council Members. Members of the Church Corporate Council shall be referred to as "***Council Members***". All Council Members must be natural persons, shall be at least twenty-one (21) years of age, and must have been members of the Church for at least one (1) year, must be in good standing, and may not be an employee of the Church. The Council shall consist of three (3) Council Members and shall be comprised of the following persons duly elected by the members to the positions named in accordance with the terms of these Bylaws: the Moderator, the Treasurer, and the Chairman of the Trustee Team. The Moderator shall serve as chairman of the Council. The Executive Director shall be a non-voting, ex officio member of the Council. In the event that a vacancy exists with respect to the position of Executive Director or if such position is no longer in existence, then the Senior Pastor shall, in his discretion, designate another member of the Ministerial Staff or such other Church member as he deems appropriate to serve as a non-voting, ex officio member of the Council. These Bylaws may be amended from time to time by the members of the Church to increase or decrease the number of Council Members or composition of the Council within the limits provided by law, although at no time shall there be fewer than three (3) Council Members.

7.3 Term of Council Members. Council Members shall serve on the council throughout the term of their service in the respective offices of Moderator, Treasurer and Chairman of the Trustee Team and until his/her successor is duly elected and qualifies; subject, however, to the removal of any Council Member from any such office by the members of the Church as provided in these Bylaws.

7.4 Regular Meetings. Regular meetings of the Council will be held at such times and places as the Council shall determine from time to time or as may be specified by resolution of the Council, and if so specified no notice of such regular meetings needs to be given.

7.5 Special Meetings. Special meetings of the Council may be called by the Moderator, the Executive Director, the Senior Pastor or by any two (2) Council Members. Notice of any special meeting of the Council shall be given to each Council Member in

accordance with Section 7.6 hereof, or such special meeting may be held without notice provided that all Council Members are present or shall otherwise have waived notice of said special meeting.

7.6 Notice of Meetings. Except as otherwise provided herein, regular meetings of the Council may be held without notice of the date, time, place, or purpose of the meeting. Except as provided in Section 7.5, special meetings of the Council must be preceded by at least three (3) days' written notice, but not more than thirty (30) days' written notice, to each Council Member of the date, time and place, of such special meeting. All such notices may be delivered to each Council Member by personal delivery, depositing in the United States Mail, postage prepaid, to the business or home address for said Council Member as listed on the Church's books and records, by facsimile or by electronic mail. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month.

7.7 Waiver of Notice. If a Council Member attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Council Member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7.8 Quorum and Voting. A quorum of the Council consists of a majority of the Council Members then in office before a meeting begins; provided that, in no event, will a quorum consist of less than fifty-one percent (51%) of the voting members of the whole Council. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Council Members present is the act of the Council, except as otherwise provided in these Bylaws.

7.9 Vacancy. If a vacancy occurs on the Council, including a vacancy resulting from an increase in the number of Council Members or a vacancy resulting from the death, disability, disqualification, resignation or removal of a Council Member for cause in accordance with Section 7.10 hereof, or for any other reason, such vacancy shall be filled by the Church membership at any regular business meeting or a special business meeting called for that purpose. The new Council Member elected to fill the vacancy will serve for the remaining unexpired term of the predecessor in office.

7.10 Removal of Council Members for Cause. A Council Member may be removed from office for cause when such action will serve the best interests of the Church, where such reasons for removal are submitted and heard by the members of the Church, by the affirmative vote of two thirds (2/3) of all members present at a regular meeting of the members or at a special meeting of the members called for that purpose.

7.11 Compensation. The Council Members shall serve without compensation.

7.12 Action Without A Meeting. Any action that is required or permitted to be taken at a meeting of the Council may be taken without such a meeting if all Council Members consent to taking such action without a meeting. If all Council Members so consent, the affirmative vote of the number of Council Members that would be necessary to authorize or take such action at a meeting shall be the act of the Council, except as otherwise provided in these Bylaws. Such

consent(s) shall describe the action taken, be in writing, be signed by each Council Member entitled to vote, indicate each signing Council Member's vote or abstention on the action, and be delivered to the Church Clerk and included in the minutes filed with the Church records. Following execution of a written consent by a Council Member, the delivery by the Council Member of a copy of the executed consent by facsimile, by electronic mail, or by any other electronic means shall constitute valid execution and delivery for all purposes.

ARTICLE VIII
OFFICERS

8.1 Required Officers; Qualifications. The officers of the Church shall be a Moderator (President); and a Clerk (Secretary); and a Treasurer. Such other officers, including, without limitation, any Vice Presidents, and/or assistant officers may from time to time be elected or appointed by the members. An individual may not simultaneously hold the offices of Moderator and Clerk. Except as set forth in the preceding sentence, an individual may simultaneously hold more than one (1) office in the Church. All officers must be natural persons, shall be at least twenty-one (21) years of age, must have been members of the Church for at least one (1) year, must be in good standing, and may not be an employee of the Church.

8.2 Election. The names of persons nominated for election as officers shall be presented by the Nominating Team and the election of all such officers of the Church shall be conducted at the Annual Meeting of the Church members or at a special meeting of the members called for that purpose. The members shall elect the officers by the affirmative vote of a majority of the members present and voting. If the election of officers shall not be held at the Annual Meeting of the members, such election shall be held as soon as practicable thereafter.

8.3 Term of Office. The officers of the Church shall hold office for one (1) year or until their successors are duly elected and shall have qualified in their stead, or until his/her death, resignation or removal by the members in accordance with the terms of these Bylaws. No person may be elected to serve as an officer of the Church for more than three (3) consecutive one-year terms for any one particular office, but after any such person has remained out of office for one (1) year, he/she will be eligible for re-election to an office previously held.

8.4 Removal of Officers for Cause. A Church officer may be removed from office for cause when such action will serve the best interests of the Church, where such reasons for removal are submitted and heard by the members of the Church, by the affirmative vote of two-thirds (2/3) of all members present at a regular meeting of the members or at a special meeting of the members called for that purpose.

8.5 Vacancy. If a vacancy occurs in any office because of death, resignation or removal of an officer in accordance with Section 8.4 hereof, or for any other reason, such vacancy shall be filled by the Church membership by the affirmative vote of a majority of the members present and voting at any regular business meeting or a special business meeting called for that purpose. The new officer elected to fill the vacancy will serve for the remaining unexpired term of the predecessor in office.

8.6 Compensation. The officers of the Church shall serve without compensation.

8.7 Powers and Duties of Officers. The powers and duties of the officers of the Church shall be as follows:

8.7.1 Moderator (President). The Moderator shall serve as the President of the Church for corporate purposes. The Moderator shall give notice of all meetings when such notice is required by these Bylaws; in the absence of the Moderator, the Executive Director, the Chairman of Deacons or the Senior Pastor shall give the required notice. The Moderator shall conduct and preside over all business meetings pursuant to parliamentary procedures established in accordance with the Constitution and Section 11.6 of the Bylaws, or as they may hereafter be amended by the Church. The Moderator may appoint a parliamentarian to advise and assist the Moderator in conducting business meetings. The Moderator shall assist in reporting on the activities of the Church at all Annual Meetings of the members. The Moderator shall be an ex officio, non-voting member of all the standing teams of the Church (see Section 5.1.2).

8.7.2 Vice President. The Vice President (if any) shall have such powers and perform such duties as may be assigned to him or her by the Church members or the Moderator. In the event of the death, absence, disability or refusal to act of the Moderator, the Vice President (or in the event that there be more than one (1) Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the Moderator.

8.7.3 Treasurer. It shall be the duty of the Treasurer to ensure that the Church is being operated in accordance with accepted accounting practices and the Church's approved annual budget. The Treasurer shall submit and present to the members at each regular business meeting a financial report for the period ending with the most recent month for which the books of the Church have been closed for accounting purposes. The Treasurer shall also report on the activities and financial condition of the Church at all Annual Meetings of the members. The Treasurer shall respond to any congregational questions and/or comments concerning any such reports. All accounting and financial records of the Church are and shall remain the property of the Church.

8.7.4 Clerk (Secretary). The Church Clerk shall serve for corporate purposes as Secretary of the Church. It shall be the duty of the Clerk to prepare accurate and comprehensive minutes of all the actions of the Church taken at Church business meetings except as otherwise herein provided, and to attend all business meetings. The Clerk shall ensure that the Church maintains a register of the names of members, with dates of admission, dismissal or death, together with a record of baptisms. The Clerk shall ensure that appropriate letters of dismissal and letters of recommendation voted on by the members of the Church are properly issued and that all communications and written official reports are properly preserved. The Church may delegate some of the clerical responsibilities of the Church Clerk to a Church secretary or other administrative personnel and/or an Assistant Clerk may be elected to assist the Clerk. All Church records are Church property and should be maintained in the Church office, and the Clerk shall take all reasonable steps to ensure the safekeeping of the Church's records in a secure place. It shall be the responsibility of the Church Clerk at all business meetings to provide the minutes from the previous meeting(s) and to be responsive to any questions and/or comments arising therefrom.

ARTICLE IX
INDEMNIFICATION AND IMMUNITY

9.1 Liability of Church Members. In accordance with Tennessee Code Annotated § 48-56-203 of the Tennessee Non-Profit Corporation Act, or as the same may hereafter be amended, the members of the Church shall not be personally liable for the acts, debts, liabilities or obligations of the Church.

9.2 Liability of Officers and Directors (Council Members). No officer or Council Member shall be personally liable to the Church or its members for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Council Member or officer of the Church if such action was taken or omitted to be taken (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Council Member or officer reasonably believes to be in the best interests of the Church.

9.3 Indemnification. With respect to any claims or liabilities whatsoever, arising out of or in any manner relating to service as an officer or Council Member of the Church, the Church shall fully indemnify and advance expenses to any and all persons who may serve or who have served at any time as an officer or Council Member (or director) of the Church, and their respective heirs, legatees, beneficiaries, personal representatives, administrators, successors, and assigns, to the fullest extent permitted by the laws of the State of Tennessee and specifically Tennessee Code Annotated Sections 48-58-501 through 48-58-509, both now in effect and as hereafter adopted or amended, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Council Members, directors or officers of the Church, except in relation to such matters as to which any such Council Member, director of officer or former Council Member, director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for (i) breach of such person's duty of loyalty to the Church as a corporation or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for unlawful distributions under Section 48-18-304 of the Tennessee Business Corporation Act. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of directors or members, or otherwise, and shall be available whether or not the claim asserted against such person is based on matters which pre-date the adoption of this Article IX.

9.4 Immunity. To the fullest extent allowed by the laws of the State of Tennessee, and specifically Tennessee Code Annotated Section 48-58-601, both as now in effect and as hereafter adopted or amended, each present and future Council Member, director or officer of the Church, and their respective heirs, legatees, beneficiaries, personal representatives, administrators, successors, and assigns, shall be immune from suit arising from the conduct of the affairs of the Church.

ARTICLE X
OFFICES & REGISTERED AGENT

10.1 Principal & Registered Office. At present, the principal office for the Church for all corporate purposes is located at 11704 Kingston Pike, Knoxville, Tennessee 37934, and in accordance with the requirements of Section 48-55-101 of the Tennessee Nonprofit Corporation Act, the Church shall continuously maintain as its registered office the principal address for the Church office. In the event of a relocation of the Church in the future, the officers of the Church shall be authorized to execute and deliver any and all documents as are necessary to be delivered to the Tennessee Secretary of State's Office to change the registered office to the new address for the Church office. The members may change said principal and registered office at any time. The Church may have offices and places of business at such other places within or without the State of Tennessee as shall be determined by the members.

10.2 Registered Agent. In accordance with the requirements of Section 48-55-101 of the Tennessee Nonprofit Corporation Act, the Church will continuously maintain a registered agent. The registered agent for the Church shall be the Executive Director. In the event that the designated registered agent should at any time become unable for any reason to continue to serve as the registered agent of the Church, then the Church Corporate Council shall appoint another appropriate individual or entity to serve as the registered agent, and the Church Corporate Council or such officers of the Church as may be designated by the Council shall be authorized to execute and deliver any and all documents as are necessary to the Tennessee Secretary of State's Office to change the name of the person or entity who is serving as the registered agent.

ARTICLE XI
CHURCH MEETINGS

11.1 Worship Services and Other Congregational Meetings. This Church shall meet regularly for the worship of Almighty God through preaching, instruction, evangelism, music, giving, and prayer.

11.2 Regular Business Meetings. Regular Church business meetings shall be held in accordance with a schedule determined by the Senior Pastor, the Executive Director, the Moderator, and the Chairman of Deacons. The Senior Pastor, the Executive Director and/or the Moderator shall have the discretion to change the business meeting schedule on an as-needed basis. Any matters of business to be brought to the Church for a vote must be included on an agenda published and made available at least one (1) week prior to the business meeting through the use of the Church's various tools of information dissemination, such as the Church web site, sanctuary projection screens, bulletins, etc. (hereinafter, "publication"). Items not included on the agenda for a business meeting may be brought up during the meeting for the purpose of discussion only, and may not be acted upon (voted on) at that meeting except as follows: Upon the affirmative vote of three-fourths (3/4) of the members present and voting on a motion to add an item which was not included on the agenda for the meeting, such item will be added to the current agenda and may be acted upon (voted on) at that meeting. Only Church members may participate in the voting process at any business meeting.

11.3 Special Business Meetings. A special business meeting may be called to consider special matters of significant nature. Notice of the meeting and its subject matter shall be made by announcement (which announcement may also be supplemented by publication) on a date which is at least seven (7) days prior to the special business meeting. In any event, an announcement of the special business meeting shall be made during all regular Sunday morning worship services. Thus, the earliest a special meeting can be held will be on the next Sunday immediately following the Sunday on which the notice is given. Only matters within the purpose or purposes described in the notice of the meeting shall be discussed or acted upon at a specially called meeting. A special business meeting may be called by the Moderator, the Senior Pastor, the Executive Director, the Church Corporate Council, or upon written request of a majority of the then-currently serving Deacon body. Only Church members may participate in the voting process at any business meeting.

11.4 Annual Meeting of Members. The Annual Meeting of the members of the Church shall be held when scheduled in accordance with the annual Church schedule developed by the Senior Pastor, the Executive Director, the Moderator, and the Chairman of Deacons, which Annual Meeting shall preferably be held prior to the beginning of the Church Year on October 1 of each year (the "***Annual Meeting***"). Notice of the date, time and place for the Annual Meeting of the members shall be given to the members by means of an announcement during the regular Sunday morning worship service(s) and may also be given by publication, but in any event such notice shall be given at least ten (10) days and no more than two (2) months prior to the date of the meeting. At the Annual Meeting of the members the Officers of the Church (as set forth in Article VIII of these Bylaws) and the members of the Permanent Standing Teams shall be elected, and an annual report shall be made to the members regarding the activities of the Church for the current Church Year.

11.5 Quorum; Voting; No Proxy Voting. For purposes of all Annual Meetings, regular business meetings and special called meetings of the members, unless a different number is specified in these Bylaws for particular matters, a quorum shall be deemed to be those Church members who are in attendance and whose membership in the Church has not been terminated pursuant to these Bylaws (are in good standing). Each member present at any Church business meeting shall be entitled to vote on any matter brought before the members for action, but no member is entitled to hold the proxy for any other member or to give a proxy to any other member for purposes of voting on any matter brought before the members for action.

11.6 Conduct of Business Meetings; Parliamentary Rules. The Moderator shall conduct and preside over all business meetings. In the absence of the Moderator at a business meeting, the Executive Director shall preside, or in the absence of both, the Chairman of Deacons shall preside. In the absence of all three of the aforementioned, the Senior Pastor shall call the Church to order, and an acting moderator shall be elected by the members present at the meeting. The Moderator or any acting moderator may appoint a parliamentarian to advise and assist the Moderator and/or acting moderator in conducting business meetings. Except as otherwise provided herein, and as modified by these Bylaws, the current edition of Robert's Rules of Order, Newly Revised shall be the authority for parliamentary rules of procedure for all business meetings of the Church. In keeping with good parliamentary practice, any appeal of a ruling of the chair of a business meeting shall require the vote of two-thirds (2/3) of the members present and voting to override such decision of the chair.

11.7 Church Year. The Church year shall begin on October 1 and end on September 30 of each year, or shall be established for such other period of time as may be adopted by the Church Corporate Council, from time to time.

ARTICLE XII
CHURCH FINANCES

12.1 Submission of Annual Budget. The Stewardship Team, in consultation with the Team chairpersons, the Senior Pastor, the Executive Director and the Church staff shall prepare and submit to the Church for approval by the members a comprehensive budget each year, specifying for each item the amount necessary and/or desirable to pay for all local and worldwide expenses of the Church for the operation of each ministry program or activity (see Section 5.2.4(a)). Copies of the annual budget for the upcoming fiscal year shall be distributed to Church members no later than ten (10) days prior to the vote by the members on the motion to approve the budget.

12.2 Audit of Financial Records. The Church's financial statements and other financial records shall be audited annually by an independent certified public accountant in cooperation with the Executive Director and the Director of Business Operations. Upon rendering the annual audit report at the end of each fiscal year, and its acceptance and approval by the Church, the Director of Business Operations and the Stewardship Team shall ensure that the Church Business Office maintains and preserves the audit report, the audited financial statements, and any other documents issued by the auditors such as management letters, etc., as a part of the permanent records of the Church (see Section 5.2.4(e)).

12.3 Members' Annual Stewardship Responsibilities. It is understood that membership in this Church involves a financial obligation to support the Church and its causes with regular, proportionate gifts. After joining, each new member or family shall have offering envelopes delivered to them unless they elect to support the Church through electronic transfers or other means.

12.4 Signing of Checks. The following persons are authorized to sign checks on the account of the Church and/or to authorize disbursements of the funds of the Church:

(a) Treasurer

(b) Chairman of the Stewardship Team

(c) Director of Business Operations

(d) Two (2) Church employees who shall be designated from time to time by the Stewardship Team and who shall be authorized by resolution of the Church Corporate Council, in their discretion, or by the Church members.

The Director of Business Operations shall ensure that all checks, drafts or orders for the payment of money which are issued on the account of the Church and any authorizations for

disbursement of funds shall have been reviewed and are within the appropriate budget amount, and that all such disbursements are charged to the appropriate account. All such disbursements of funds shall require two (2) signatures, one of which shall be either the Treasurer or the Chairman of the Stewardship Team. All persons authorized to sign checks, authorize disbursements and/or who have access to the funds of the Church shall be bonded. Any exceptions to this general procedure for the execution of checks, drafts, or orders for the payment of money or authorization of disbursements (such as for emergency situations, the absence of both the Treasurer and the Chairman of the Stewardship Team, etc.) shall be in accordance with procedures established by the Stewardship Team, in its discretion.

12.5 Deposits. All of the funds of the Church shall be deposited in a timely manner to the credit of the Church in such banks, trust companies or other financial institutions as the Stewardship Team may select, in its discretion, subject to the authority of the members to direct the Stewardship Team to deposit the funds of the Church in particular financial institution(s).

12.6 Fiscal Year. The fiscal year of the Church shall begin on January 1 and end on December 31 of each year, or shall be established for such other period of time as may be adopted by the members, from time to time.

ARTICLE XIII
DISCIPLINE

The standards of membership in the Church are set forth in the Church Covenant as stated in Article V of the Constitution. In the event that a member should violate those standards in ways that damage the Church's witness and/or welfare, the Church and its members should take every reasonable measure to resolve the problem in a redemptive manner in accordance with the eighteenth Chapter of Matthew by acting in the following manner:

(a) Should any unhappy differences arise between Church members, the aggrieved member shall follow, in a tender spirit, the rules given by our Lord in the eighteenth chapter of Matthew.

(b) If any case of gross breach of covenant or public scandal should occur, the matter shall be reported to the Senior Pastor or the Chairman of Deacons. The Senior Pastor and Deacons shall endeavor to remove the offense and, if this effort fails, shall report the case to the Church.

(c) If the majority of those present and voting at any regular business meeting of the Church or a special meeting called for that purpose, decide to entertain a complaint, which must be in writing, it shall appoint a reasonable time and place of hearing, notify the person in question, and furnish him/her with a copy of the charge(s). The notice shall be in writing and shall be delivered at least fifteen (15) days prior to the date of the hearing by depositing said notice in the U.S. Mail, postage pre-paid, via first class mail or certified mail to the last known address for such member as shown on the Church's records.

(d) At such hearing the accused member may call any member of the Church to his aid and may present evidence in his/her defense. If the accused shall not present

himself/herself at the time appointed, or give satisfactory reasons for his/her failure to do so, the Church may proceed in his/her absence.

(e) All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. In the event an offense is established to the satisfaction of a majority of the members present and voting, the Church may proceed to discipline the member. Disciplinary action, if any, shall be recommended by the Senior Pastor and Chairman of Deacons and the vote regarding the proposed disciplinary action may be taken at the meeting or at a later time, but in all cases shall be taken within thirty (30) days of the date of the hearing. In the event that it is determined that the vote regarding the proposed disciplinary action should not be taken at the time of the hearing, a date for a special business meeting shall be set for purposes of any further discussion regarding the matter and for the taking of the vote, and an announcement of the date, time and place for said special meeting shall be made prior to the conclusion of the hearing. A majority of the members present and voting shall be required to discipline a member, except in cases of termination of membership, which shall require the affirmative vote of two-thirds (2/3) of the members present and voting.

(f) In case of grave difficulty, the Church may vote to consult with and seek the advice of any sister church and/or Baptist denominational representative of the Southern Baptist Convention, the Tennessee Baptist Convention or their affiliates.

(g) Any member whose membership has been terminated for any offense in accordance with this Article XIII may be restored to membership upon evidence of his/her repentance and reformation. The affirmative vote of two-thirds (2/3) of the members present and voting shall be required for restoration of membership.

(h) Any member who has a grievance against the Senior Pastor, the Executive Director, a Ministerial Staff Member, a Deacon or an officer of the Church should first bring such matter directly to such person in a confidential manner and in a spirit of Christian kindness and forbearance. After having taken such matter directly to such person if the grievance remains, the member should make such grievance known in writing to the Chairman of the Deacons. The Deacons shall make every effort to resolve such matter in private. If all such efforts fail, then the member may bring the grievance to the Church in writing for consideration at any regular business session.

ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these Bylaws, the Charter, the Constitution, or the Tennessee Nonprofit Corporation Act, or as any of the same may hereafter be amended, a waiver of such notice in writing and signed by the person or persons entitled to such notice, whether before or after the date stated thereon, and delivered to the office of the Executive Director and included in the minutes or other Church business records, shall be deemed equivalent thereto. In the event that the person or persons entitled to such notice attend(s) or participate(s) in a meeting, he/she waives any required notice to him/her of the meeting unless such person or persons, at the beginning of the meeting (or promptly upon

arrival) objects to the holding of the meeting or the transaction of the business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

ARTICLE XV
AMENDMENTS

Amendments to these Bylaws may be made at any regular or special business meeting of the members of the Church, provided the proposed amendment shall have been presented in writing at the previous regular or special business meeting called for that purpose, and a copy of the proposed amendment shall have been made available to each member present. Amendments to the Bylaws shall be by the affirmative vote of two-thirds (2/3) of the members present and voting.