

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 (the “*Main Campus*”). Any reference to the Church in this Constitution & Bylaws shall include, in all respects, all activities and functions of the Church at the Main Campus and at any satellite campus(es) or office(s) which the Church may choose to operate at any time, and from time to time, wherever any such campuses or offices 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 of the Lord Jesus Christ 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 collective self-governance in all phases of the spiritual and temporal life of the Church.

ARTICLE IV ARTICLES OF FAITH

4.1 General Statement of Faith. We affirm and believe that the Holy Bible is the divinely inspired, infallible, authoritative and inerrant Word of God, is the basis for any statement of faith regarding the Church’s beliefs, is the sole and final source of all that we believe, and that the Holy Bible speaks with final authority concerning truth, morality and the proper conduct of mankind. 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 people. The Ordinances of the Church are believer’s Baptism by immersion and The Lord’s Supper.

4.2 Statement of Faith Regarding Marriage, Gender & Human Sexuality. Because the Holy Bible speaks to the nature of human beings and their sexuality, it is imperative that we correctly understand and articulate what Holy Scripture teaches regarding these matters. As a Church, we are committed to the home and family as set forth in Holy Scripture, and it is our firm conviction that we should uphold the dignity of each individual as we embrace the unchanging and enduring principles of Scriptural truth. The Holy Bible sets forth specific home and family values, which include the distinct, but equally important, roles of husbands and wives, fathers and mothers, and children.

Therefore, based on the infallible nature of the Holy Bible, the moral teaching of the Scriptures and the long-standing tenets of the Church as a body of Christ, we believe all of the following:

1. God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God (Genesis 1:26-27). Rejection of one’s biological sex is a rejection of the image of God within that person.

2. The Holy Scripture grants two life-enhancing options for human sexual behavior: (1) the conjugal “one-flesh” marital union of one man and one woman; and (2) celibacy. Either is a gift from God, given for His glory and for the good of those who receive and rejoice in His gift to them. Celibacy and faithfulness is to be celebrated and affirmed within

the Church to the same extent as marriage (Genesis 1:27-28, 2:18, 21-24; Matthew 19:4-6, 12; Mark 10:5-8; 1 Corinthians 7:1-9, 12:12-13; 1 Timothy 5:1-2; Hebrews 13:4).

3. The Church defines marriage as the permanent, exclusive, comprehensive and conjugal “one-flesh” union of one man and one woman in a single, exclusive union, with absolute marital fidelity, which was ordained by God as the basic family unit in furtherance of the moral, spiritual and public good, and which binds father, mother and child, as delineated in Scripture (Genesis 1:27-28, 2:18-25; Matthew 19:4-9; Mark 10:5-9; Ephesians 5:31-33). We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other (1 Corinthians 6:18, 7:2-5; Hebrews 13:4).

4. God has commanded that sexual acts outside of a marriage between a man and a woman are prohibited as sinful. Therefore, we believe that any form of sexual immorality including, but not limited to, adultery, fornication, homosexuality, same-sex acts, bisexual conduct, bestiality, incest, pedophilia, polygamy, and the use of pornography, is sinful and offensive to God (Exodus 20:14; Leviticus 18:7-23, 20:10-21; Deuteronomy 5:18; Matthew 15:18-20, 15:19; Romans 1:26-27; 1 Corinthians 6:9-13; 1 Thessalonians 4:3; Hebrews 13:4; Galatians 5:19; Ephesians 4:17-19; Colossians 3:5).

5. God created mankind in His image -- male (man) and female (woman), sexually different but with equal personal dignity. Consequently, Church members must affirm their biological sex and refrain from all attempts to physically change, alter or disagree with their predominant biological sex, including, but not limited to elective sex-reassignment, transvestite or transgender acts or conduct (Genesis 1:26-28; Romans 1:26-32; 1 Corinthians 6:9-11).

6. Church members must affirm the intrinsic sexual complimentary nature of man and woman and resist any and all same-sex sexual attractions and refrain from any and all same-sex sexual acts or conduct, which are intrinsically disordered (Genesis 1:27, 2:24; Matthew 19:4-6; Mark 10:5-9; Romans 1:26-27; 1 Corinthians 6:9-11; Ephesians 5:25-27; Revelation 19:7-9, 21:2).

7. In order to preserve the function and integrity of the Church as the local body of Christ, and to provide a biblical role model to the members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve as volunteers, agree to in writing, and abide by, this Article IV, including this Statement of Faith on Marriage, Gender, and Human Sexuality (Matthew 5:16; Philippians 2:14-16; 1 Thessalonians 5:22).

8. As Scripture expressly teaches us, all have sinned and fallen short of the glory of God and should seek redemption through confession, repentance and faith in Jesus Christ. As a result, the Church believes that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ (Acts 3:19-21; Romans 10:9-10; 1 Corinthians 6:9-11). Therefore, we believe that every person must be afforded compassion, love, kindness, respect, and dignity (Mark 12:28-31; Luke 6:31). Consequently, Church members should welcome and treat with respect and compassion all who experience same-sex attractions or who confess sexually immoral acts but who are committed to resisting sexual temptation, refraining from sexual immorality and conforming their behavior to the Church’s Articles of Faith as set forth in this Article IV and the Church Covenant set forth in

Article V of this Constitution (Matthew 11:28-30; Romans 3:23; Ephesians 2:1-10; 1 Corinthians 10:13; Hebrews 2:17-18, 4:14-16).

4.3 Statement of Faith Regarding the Sanctity of Human Life. Because the Holy Bible speaks directly to God's creative acts and to His creation of human life, it is imperative that we correctly understand and articulate what Holy Scripture teaches regarding these matters. As a Church, we believe that God has created mankind in His image (*Imago Dei*) and that human life begins at conception. God, in his infinite sovereignty, uniquely formed human beings and gave them a special dignity, personal freedom and individual accountability among all of the works of creation. Human beings have been made for a relationship with God and to be good and faithful stewards of God's creation. God created each person's "inmost being", knitting each person together in his/her mother's womb (Psalm 139:13). As God's individualized and personal creation, each person is fearfully and wonderfully made (Psalm 139:14). God has ordained all of the days of each person's life before they came into being (Psalm 139:16).

Therefore, based on the infallible nature of the Holy Bible, the moral teaching of the Scriptures and the long-standing tenets of the Church as a body of Christ, we believe all of the following:

1. From the very moment of conception/fertilization, every human life is sacred because every human life has been created by God, in His image and likeness (Genesis 1:26-27, 5:1, 9:5-6; Psalm 22:10, 100:3, 139:13-16; Isaiah 49:1,5; Jeremiah 1:5; Luke 1:41-44; John 1:1-5; Galatians 1:15).

2. From the moment of conception until death, every human life must be recognized, respected and protected as having the rights of a person and as having the inviolable right to life. Human life is of inestimable worth in all of its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition of life from conception through natural death. Therefore, we are called by Holy Scripture to defend, protect and value all human life. (Genesis 1:26-27, 5:1, 9:5-6; Exodus 20:13, 21:12, 14; Psalm 22:10, 100:3, 127:3, 139:13-16; Proverbs 6:16-17; Isaiah 49:1,5; Jeremiah 1:5)

3. The right to life and the physical integrity of every unborn human being is inviolable and inalienable -- it is not a concession made by a society or by government, but is instead inherent to the unborn human by virtue of his/her creation in the image of God (Genesis 1:26-27, 5:1, 9:6; Psalm 100:3, 139:13-16).

4. Because human life begins at the very moment of conception, it is against the teaching of Holy Scripture and our religious and moral convictions to -- in any manner, directly or indirectly -- cooperate in the termination of human life except as may be medically necessary to preserve the life of the mother (Genesis 4:8-16, 9:5-6; Exodus 20:13, 21:12, 14; Deuteronomy 5:17, 30:15-20; Proverbs 6:16-17; Jeremiah 7:30-32; Ezekiel 23:36-39).

5. We are committed to the preservation and defense of unborn human life which compels our religious, moral and ethical duty to defend unborn human life from destruction, whether by surgical abortion or the use of drugs, devices or services that are designed to terminate the life of an unborn human (Genesis 4:8-16, 9:5-6; Exodus 20:13, 21:12,

14; Deuteronomy 5:17, 30:15-20; Psalm 82:3-4; Proverbs 6:16-17, 24:11-12; Jeremiah 7:30-32; Ezekiel 23:36-39; Matthew 7:12; James 1:27; 1 John 11-15).

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: (i) walk together in Christian love; (ii) strive for the advancement of this Church, in knowledge, holiness, and comfort; (iii) promote its prosperity and spirituality; (iv) sustain its worship, ordinances, discipline, and doctrines; and (v) 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; religiously educate our children; seek the salvation of our kindred and our acquaintances; walk circumspectly in the world; be just in our dealings, faithful in our engagements, and exemplary in our deportment; avoid all tattling, backbiting, and excessive anger; abstain from the sale and use of intoxicating drinks as a beverage; use our influence to combat the abuse of drugs and the spread of pornography; and 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 move 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 Southern Baptist churches. Persons duly received by the members in accordance with the terms of Article I of the Bylaws shall constitute the membership of the Church.

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 all applicable Baptist Associations, the Tennessee Baptist Convention and other State Baptist Conventions 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: (i) made a personal profession of faith in Jesus Christ as their Lord and Savior; (ii) have been baptized by immersion as a public testimony of their salvation; (iii) agreed to enter voluntarily into and to affirm the Church's Articles of Faith and the Church Covenant as described in Articles IV and V of the Constitution; and (iv) presented themselves for membership and have been received in accordance with the provisions of this Article I of these Bylaws. Members shall, by their confession and their conduct, strive to live in accordance with the Church's Articles of Faith and the Church Covenant, and shall actively pursue a vital and continuing fellowship with the Lord Jesus Christ. 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, and the members shall have final authority in all matters of Church governance, subject to the provisions of these Bylaws.

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 candidates shall present themselves for membership, which may occur at any Church function or by presenting themselves to any Ministerial Staff Member at any time. All candidates for membership shall participate in a Church counseling session to discuss their personal salvation experience. Candidates may be accepted for membership in the Church 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 as may be appointed for that purpose by the Senior Pastor or his designee, regarding such person's Christian experience. Upon good

testimony and agreement by such person to enter voluntarily into the Church's Articles of Faith and the Church Covenant as set forth in Articles IV and V of the Constitution, 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 Southern Baptist-affiliated churches of like faith and order and who request membership in the Church shall be recommended for Church membership after: (i) due examination by the Senior Pastor, a Ministerial Staff Member, or a trained counselor as may be appointed for that purpose by the Senior Pastor or his designee; (ii) receipt by the Church of a letter of dismissal and recommendation from that person's former Southern Baptist church (or other evidence satisfactory to the Church when no letter is obtainable from the person's former Southern Baptist church); and (iii) upon good testimony and agreement by such person to enter voluntarily into Church's Articles of Faith and the Church Covenant as set forth in Articles IV and V of the Constitution.

1.2.3 By Statement. Such persons coming upon statement of their previous salvation experience and who request membership in the Church shall be recommended for Church membership after: (i) having been baptized by immersion or providing sufficient evidence of baptism by immersion in accordance with the ordinances of the Church; (ii) due examination by the Senior Pastor, a Ministerial Staff Member, or a trained counselor as may be appointed for that purpose by the Senior Pastor or his designee; and (iii) upon good testimony and agreement by such person to enter voluntarily into the Church's Articles of Faith and the Church Covenant as set forth in Articles IV and V of the Constitution.

1.3 Approval of New Members. The names of all candidates who are recommended for membership shall be presented at any regular business meeting of the members or at a special business meeting called for that purpose. The affirmative vote of seventy-five percent (75%) of those members present and voting shall be required to accept any candidate to membership in the Church. Should there be any publicly expressed dissent by any member of the Church regarding the extension of an offer of membership to any candidate at the time that the prospective members are presented for membership, the member expressing such dissent shall be referred to the Senior Pastor and to the Deacons to discuss the reasons for such dissent. The Senior Pastor and the Deacons shall conduct an investigation into the facts relating to the dissent in such a manner as they, in their discretion, shall deem to be appropriate. Upon completion of such investigation, the Senior Pastor and/or the Deacons shall make a report to the Church regarding the investigation and a recommendation regarding whether they support or oppose the extension of an offer of membership to the candidate in question. The report to the members shall be made no later than thirty (30) days from the date of the meeting of the members at which the candidate's name was presented for admission as a member. No action with regard to the approval of that person's membership shall be taken by the members until after the report to the members has been presented by the Senior Pastor and/or the Deacons.

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 Privileges of Members; Limitations. Except as otherwise described in this Section 1.5, all members of the Church are equal in rank and privilege. Members of the Church have the following privileges associated with membership in the Church:

1.5.1 Voting. Every member who is of at least fifteen (15) years of age and who is physically present at any annual, regular or special meeting of the members (a “***Voting Member***”) shall be entitled to vote on any matters brought to the members for action. Each Voting Member is entitled to one (1) vote on each matter submitted to the Church at any properly called meeting of the members. No member has the right, and shall not 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.

1.5.2 Eligibility to Hold Office. In addition to any other requirements for any particular elected position of the Church as described in these Bylaws, no member of the Church shall be eligible for election to serve in any elected position of the Church until he/she has attained at least twenty-one (21) years of age and shall meet all of the qualifications for service on a Committee of the Church as described in Section 5.1.2 of these Bylaws.

1.5.3 Ordinances of the Church. Every member of the Church may participate in the ordinances of the Church as administered by the Church.

1.5.4 Church Property; Services, Events, Programs & Activities. Members of the Church may utilize the facilities of the Church and may participate in the various services, events, programs and activities of the Church, but only in accordance with the rules, policies, procedures and doctrine of the Church as may be determined from time to time in the discretion of Senior Pastor, the Ministerial Staff Members, Church management and leadership and/or the members, as applicable and in accordance with these Bylaws. Membership in this Church does not afford any member with any property rights or contractual rights or any special civil rights. Although the general public is invited to attend all of the Church’s worship services and various other events, programs and activities of the Church, all right, title and interest in and to all Church property (both real and personal) remains in the Church and constitutes the private property of the Church. In the interest of public safety, the Church’s security team may, working with the Senior Pastor or his designee(s), suspend or revoke any member’s or any guest’s right and privilege to enter upon or to remain upon the property of the Church or to participate in any of the services, events, programs and/or activities of the Church, and to remove any such member or guest if determined to be necessary by the Church’s security team, in its discretion. The Church’s security team may, if it elects to do so, work with and seek advice and assistance from any governmental law enforcement agency or security contractor with respect to such matters. In addition, in accordance with Article XIII of these Bylaws, the members of the Church also have the right to terminate or to suspend the membership of any person, which shall include the right to suspend or revoke that member’s right and privilege to enter upon or to remain upon the property of the Church or to participate in any of the services, events, programs and/or activities of the Church. If, after being notified of such suspension or revocation, the

member enters or remains on Church property, the member may be treated as a trespasser by the Church.

1.5.5 Right to Inspect & Copy Certain Church Records; Limitations.

During regular business hours, a member of the Church may inspect the prepared financial statements of the Church, the minutes of the meetings of the members, and any other records identified in these Bylaws which are required to be maintained and to be made available to the members under the provisions of these Bylaws. If a member desires to obtain copies of any records of the Church which are identified in these Bylaws as being available to be copied by the members, the member shall first have provided a written request to the Church Administrative Officer (*see Section 2.2* hereof) at least five (5) business days before the date that the member presents himself/herself to the Church for inspection and copying. The Church may charge and collect a reasonable fee covering all costs associated with the reproduction and delivery of the documents to the member, including labor, materials, delivery charges, etc., for copies of any documents provided to the member, which amount must be paid by the member before the copies are provided to the member. A member may not, under any circumstances, inspect or copy any records of the Church relating to individual contributions to the Church, any list of names and addresses of Church members, or the salary or other personal employment information regarding any of the Church's employees.

1.5.6 No Transfer of Membership. No member shall have the right to transfer his/her membership in the Church to any other person.

1.6 Termination of Membership. Membership in the Church shall be terminated on the occurrence of any of the following conditions affecting the member:

- (a) death;
- (b) upon delivery by the Church of a letter of dismissal and recommendation in connection with a transfer of the member to another Southern Baptist church;
- (c) written request by the member that his/her name be removed from the Church roll;
- (d) by erasure upon the member's affiliation with a church of a different faith and order;
- (e) by suspension of membership due to inactivity in accordance with the provisions of Section 1.7 of these Bylaws; or
- (f) by suspension or termination by disciplinary action of the Church in accordance with the provisions of Article XIII of these Bylaws following open and continued breach of the Church's Articles of Faith and/or the Church Covenant.

1.7 Membership Rolls; Suspension of Membership Due to Inactivity. In keeping with the provisions of Sections 1.4, 1.6 and 12.3 of these Bylaws, the Chairman of the Deacons shall work in concert with Church staff, from time to time, to devise methods to ensure that the Church membership rolls are correct and include only currently active members and shall take all necessary steps to implement those methods no less frequently than quarterly. Such methods shall include appropriate outreach activities directed toward potentially inactive members, verification that new members are properly enrolled, and that the names of members whose membership has been terminated in accordance with the provisions of Section 1.6 of these

Bylaws, are deleted from the membership rolls, or placed on suspended/inactive status (*see* Section 1.6(e)), as applicable. When there is no evidence that a member has attended worship services, participated in a Sunday School class (or other Small Group), or provided recordable financial contributions to the Church within the most recent three (3) year period, then that member's status shall be evaluated to determine whether his/her membership in the Church should be suspended because of inactivity as referenced in Section 1.6(e) of these Bylaws. A member whose membership in the Church has been suspended due to inactivity shall be notified of that determination in writing, with such notice being delivered to the last known address for such member in the Church's records. With respect to members whose membership in the Church is under consideration for suspension due to inactivity, the methods for maintaining current, accurate Church rolls shall include an emphasis on attempting to minister to the needs of the affected member with the goal of encouraging their active participation in the life of the Church.

1.8 Restoration of Membership.

1.8.1 Restoration Following Suspension for Inactivity. A person whose membership has been suspended due to inactivity in accordance with Section 1.7 of these Bylaws may be restored to membership upon: (i) the written request of the member whose membership was suspended due to inactivity; and (ii) upon demonstrable evidence that the member is now actively participating in the Church (attendance in worship services, attendance in Sunday School or other Small Group, and/or making financial contributions, etc.). The written request for restoration of membership shall be directed to the attention of the Chairman of the Deacons at the principal address for the Church, and he (or his designee) shall make a determination regarding the acceptability for the restoration of membership of the member seeking restoration.

1.8.2 Restoration Following Termination for Disciplinary Reasons. A person whose membership has been suspended or terminated for disciplinary reasons pursuant to Article XIII of these Bylaws may be restored to membership by vote of the Church upon satisfactory evidence of his/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 seventy-five percent (75%) of the members present and voting.

1.9 Authority; Church's Operations. 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. Determinations relating to the rules, policies, procedures, doctrines and/or relating to the operations of the Church and its internal affairs are ecclesiastical matters and shall be determined exclusively by this Constitution and Bylaws and the Church's own rules, policies, procedures and doctrines as established and as modified from time to time by the members, in their discretion.

ARTICLE II CHURCH PERSONNEL

The personnel of the Church are considered to be composed of the Senior Pastor, the Ministerial Staff Members, the Church Administrative Officer (the “*CAO*”), and such other positions of employment with the Church as may be created and filled from time to time in accordance with the provisions of these Bylaws. They are to be called, employed and to serve according to the sections in this Article II. The Senior Pastor, all Ministerial Staff Members, the CAO and the Head of School of Concord Christian School (“*CCS*” see Article VI hereof) shall each become a member of the Church within a reasonable time 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. As with other members of the Church, membership in the Church by all such personnel includes agreement with, and a complete endorsement of, the Church’s Articles of Faith and the Church Covenant as set forth in Articles IV and V of the Constitution.

2.1 Senior Pastor.

2.1.1 Duties of the Senior Pastor. The Senior Pastor is the spiritual leader of the Church and is responsible to ensure that the Church properly functions as a New Testament church as affiliated with the Southern Baptist Convention. In keeping with Acts 6:3-4, the primary responsibility of the Senior Pastor is the spiritual growth of the Church. The Senior Pastor accomplishes that through (i) proclaiming the Word of God, (ii) serving as a shepherd, thereby nurturing and protecting the Church, and (iii) providing sound leadership in managing and administering the ministries and work of the Church.

So He [Christ] Himself gave some to be . . . pastors and teachers, for the equipping of the saints for the work of ministry, so that the body of Christ may be built up, until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ.
Ephesians 4:11-13.

More specifically, the Senior Pastor shall be responsible for:

- (a) Maintaining a vital and wholesome personal relationship with the Lord Jesus Christ through daily Bible study and prayer;
- (b) Maintaining strong and healthy relationships with his wife and as a father to his children (if applicable);
- (c) The faithful conduct of all worship services of the Church, including the preaching of the Gospel message, the proper teaching, instruction and edification regarding God’s Holy Scriptures for the equipping of the members to be effective disciples for Christ, and leading in the observance of the Church’s ordinances including baptism and The Lord’s Supper;

(d) Leading the Church's Ministerial Staff Members and the members in the ministries of the Church and providing oversight of the Church's organizations and ministry activities with the goal of maximizing the spiritual growth of members and leading an evangelistic outreach to the lost in order to fulfill the Great Commission with vision and purpose;

(e) Working jointly with the Personnel Committee regarding the ministerial needs of the Church, and to obtain the Personnel Committee's advice and consent concerning the recruitment, and any recommendations to the members of the Church for the hiring, of persons by the Church as Ministerial Staff Members and paid Program Directors, in accordance with Section 5.3.3(c);

(f) Collaborating with the Personnel Committee to: (i) establish and maintain an appropriate organizational structure for the proper functioning of all of the Church's ministries and activities; (ii) develop, maintain and assign appropriate duties and responsibilities for all Ministerial Staff Members; (iii) supervise, either directly or indirectly through an appropriate form of staff organizational structure, the work and performance of the Ministerial Staff Members; (iv) conduct performance reviews and evaluations (at least annually) of each Ministerial Staff Member; (v) ensure the development and maintenance of appropriate and current written job descriptions for each Ministerial Staff Member position for inclusion in the Staff Job Description Manual; and (vi) take any necessary disciplinary action with respect to any Ministerial Staff Member;

(g) Working with the Personnel Committee and obtaining the Personnel Committee's advice and consent with regard to any termination of the employment of a Ministerial Staff Member, in accordance with Sections 2.3.5 and 5.3.3(d);

(h) In consultation with the Church Council, the Senior Pastor shall make a recommendation to the members for approval by the members regarding the hiring of the CAO and regarding the filling of any vacancy in the office of CAO;

(i) Collaborating with the Church Council regarding the establishment of an appropriate job description and performance evaluation criteria for the position of CAO (to be included in the Staff Job Description Manual), supervising the work and performance of the CAO seeking the advice of the Church Council as necessary, and conducting performance reviews and evaluations (at least annually) of the CAO;

(j) Working with the Personnel Committee to make recommendations to the Stewardship Committee regarding compensation for all Ministerial Staff Members and the CAO on an annual basis as a part of the Personnel Committee's development of an annual personnel budget for the Church which is presented by the Personnel Committee to the Stewardship Committee in accordance with Section 5.3.3(h) of the Bylaws;

(k) Working with, utilizing, and seeking the advice of the Church Council as an advisory body of committed lay leaders to assist the Senior Pastor in carrying out the mission of the Church and the operation and oversight of its various ministry activities and programs;

(l) Consulting with the Stewardship Committee as it prepares annual budgets for the Church for presentation to the members for consideration and approval (*see Section 5.3.4(a)*);

(m) Ensuring the performance of appropriate pastoral care ministry by Ministerial Staff Members through visits to members and prospective members, including visits in hospitals, nursing homes and assisted living facilities;

(n) Ensuring the performance of appropriate pastoral counseling by Ministerial Staff Members to members, the community and to the lost, and the conduct of wedding ceremonies and funeral/memorial services;

(o) Consulting with Church officers, Committee members, Deacons and other lay leadership of the Church as necessary to ensure that the Church's mission and purpose is being effectively carried out;

(p) Consulting with local, state and national leadership of the Southern Baptist Convention and its affiliated organizations regarding matters of mutual interest and concern; and

(q) Performing other special duties as identified within these Bylaws or as the members of the Church may choose to direct from time to time.

Further details of the Senior Pastor's duties are set forth in the Staff Job Description Manual which is maintained by the Personnel Committee. The Senior Pastor shall serve subject to the authority of the members of the Church and shall be subject to the supervisory authority of the Church Council as set forth in Article VII hereof.

The Senior Pastor shall be an *ex officio*, non-voting member of all standing Committees of the Church (*see Section 5.2.2*) and shall assign Ministerial Staff Member(s) or other Church personnel to serve as a staff liaison to each Committee of the Church (*see Section 5.2.1*). The Senior Pastor shall also have the authority to designate Church members (in addition to those already approved at a business meeting of Church members and up to permissible limit) to serve as messengers to the annual meetings of the Southern Baptist Convention and the Tennessee Baptist Mission Board (formerly, the Tennessee Baptist Convention).

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) Shall fully support the Articles of Faith of the Church and the Church Covenant as set forth in Articles IV and V of the Church Constitution, which includes the current edition of *The Baptist Faith and Message*;

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

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

(f) Shall have at least a Master's degree from an accredited Seminary affiliated with the Southern Baptist Convention (including the Billy Graham School of Missions, Evangelism and Ministry). The required Master's degree may include any of: a Master of Divinity degree; an Advanced Master of Divinity degree; a Master of Arts degree; and/or a Master of Theology degree. A Doctoral degree from an accredited Seminary affiliated with the Southern Baptist Convention is highly desired but not required.

2.1.3 Calling of Senior Pastor.

(A) **In General.** A Senior Pastor shall be chosen and called by the members of the Church whenever a vacancy occurs. The calling of a Senior Pastor shall be in accordance with the procedures set forth in this Section 2.1.3.

(B) **Senior Pastor Search Committee.** Upon a vacancy in the office of Senior Pastor, a Senior Pastor Search Committee shall be elected from the membership of the Church, as early as practicable after the vacancy has occurred or has been announced.

1. Committee Creation & Nomination. The Senior Pastor Search Committee shall consist of seven (7) members and three (3) alternates all of whom are to be elected at a regular or a special business meeting called for that purpose. The Deacons, working in cooperation with the Moderator, shall prepare a list of a minimum of twenty (20) candidates to be presented to the members of the Church as nominees, each of whom shall be Church members and who shall have agreed to stand for election to the Committee. Any member of the Church may submit the name(s) of any Church member meeting the qualifications described in Section 2.1.3(B)(6), to the Chairman of the Deacons for consideration by the Deacons for nomination for service on the Senior Pastor Search Committee. The Deacons and the Moderator may establish a time period for the submission of suggestions for nominees, in their discretion, and any suggestions for nominees must be submitted to the Chairman of the Deacons within the designated time period.

2. Charge to the Senior Pastor Search Committee. The Deacons, working in cooperation with the Moderator, shall draft a Charge to the Committee which shall serve as set of directives or instructions to the Committee with regard to its duties in searching for the new Senior Pastor for the Church, and may include guidance or criteria regarding the type of pastor and/or personal attributes sought for the position of Senior Pastor of the Church. The Charge shall be based on a solicitation of the will of the Church regarding the attributes and qualities desired in the new Senior Pastor and any conditions of his employment.

The Charge shall also include the perspectives of Ministerial Staff Members and other Church personnel, the Personnel Committee and the other standing Committees of the Church regarding operational and administrative issues, leadership and direction.

3. Election of Senior Pastor Search Committee; Approval of Charge to the Committee. The Deacons shall provide to the members of the Church a list of the names of all of its nominees for the Senior Pastor Search Committee, along with a short biography of each of the candidates, and a draft of the Charge to the Committee. The list of nominees and the Charge shall be made available to the Church's members in paper copy and on the Church website no later than two (2) weeks prior to a regular or special business meeting called for the purpose of electing the members of the Senior Pastor Search Committee. At that regular or special business meeting, any Church member shall have the privilege of making a motion to amend the Charge according to standard parliamentary procedure. The vote for Committee members shall be an election by secret ballot. The seven (7) persons who receive the highest number of votes of Church members shall constitute the Senior Pastor Search Committee and the three (3) persons who received the next highest number of votes shall be deemed to be alternates. In case of a tie, the member who has the longest current membership in the Church shall be elected. The vote on the Charge to the Committee shall be by a separate vote, and adoption of the Charge shall be by simple majority.

4. Role of Alternates on the Committee. In the event that any member of the Senior Pastor Search Committee is unable to complete his/her service on the Committee, his/her position shall be filled by the alternate who received the next highest number of votes. While the alternates may (and should) fully participate in all of the activities, discussions and deliberations of the Senior Pastor Search Committee, only the seven (7) Committee members shall have the authority to vote to determine a candidate to present to the Church for consideration as Senior Pastor.

5. Duties of Senior Pastor Search Committee. The Senior Pastor Search Committee shall:

(a) Ascertain the will of God and affirm the desires of the Church membership as expressed in the Charge to the Committee;

(b) Seek out suitable qualified candidates for the Senior Pastor position, investigating and evaluating each man as to his character, doctrine, education, training, spiritual and personal integrity, spiritual gifts, skills, pastoral experience, and abilities regarding communication, leadership and interpersonal relationships, and examine candidates in the context of the desired characteristics expressed by the Church, and the qualifications set forth in Section 2.1.2 of these Bylaws;

(c) By unanimous vote of the Committee, determine a candidate to present to the Church members for consideration and bring only one (1) candidate at a time for consideration by the members;

(d) Provide to the members, prior to, or at the time of the special meeting of the members during which the Senior Pastor Search Committee presents a Senior

Pastor candidate to the members for consideration and a vote in accordance with Section 2.1.4 hereof, with a statement of any special privileges, terms or conditions of employment that the Committee has discussed with the candidate that relate to the offer of employment that shall be deemed to be made by the Church to the candidate if the members affirmatively vote to call the candidate as the Senior Pastor of the Church;

(e) Elect its Chairman, Vice Chairman and Secretary from among its members; and

(f) Authorize the Committee Chairman or another member of the Committee to work with the Church's Personnel Committee and Stewardship Committee to prepare a compensation package, transitional expenses, and benefits for the new Senior Pastor.

6. Committee Member Qualifications. Each person who may be nominated to stand for election to the Senior Pastor Search Committee shall:

(a) Be a man or woman who is at least twenty-one (21) years of age or older and who has been a member of the Church for at least five (5) years as of the date of the election;

(b) Fully support the Articles of Faith of the Church and the Church Covenant as expressed by Articles IV and V of the Church Constitution;

(c) Have been regularly attending Church worship services, unless hindered by circumstances beyond his/her control;

(d) Be a member of and a regular participant in a Sunday School class, Small Group or Bible study group; and

(e) Not be, and shall never have been, a paid Ministerial Staff Member or full-time paid Program Director of the Church.

2.1.4 Election of Senior Pastor. The election of the Senior Pastor shall take place at a special business meeting called for that purpose. At least ten (10) days' public notice shall be given for the meeting to elect the Senior Pastor. The candidate's name and short summary of his background, qualifications, and experience shall also be made available to the congregation ten (10) days prior to the business meeting. A prospective candidate shall deliver at least one sermon to the congregation during each regular worship service at the Kingston Pike campus prior to a vote by the members of the Church. The election shall be held by secret ballot and shall not take place any sooner than six (6) days after the candidate has delivered his sermon(s) to the members. The affirmative vote of seventy-five percent (75%) of the members present and voting shall be required for election. Twenty-five percent (25%) of the total Church membership shall constitute a quorum for any special business meeting called regarding the election of the Senior Pastor.

2.1.5 Senior Pastor's Term of Service. 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 members of the Church or until the relationship is terminated by (i) the death, total disability, retirement or voluntary resignation of or by the Senior Pastor; (ii) mutual consent; or (iii) action of the members of the Church, 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 matters.

2.1.6 Termination of Employment of Senior Pastor.

(A) **Death, Disability, or Resignation/Retirement.** The Senior Pastor's employment with the Church shall terminate upon the death or total disability of the Senior Pastor. For purposes of this Section 2.1.6, "total disability" shall mean the Senior Pastor's inability to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to last for a continuous period of not less than six (6) months, or as may be set forth in any employment agreement between the Church and the Senior Pastor. A Senior Pastor seeking to resign or retire shall give written notice to the Church Council, the Personnel Committee and to the congregation at least four (4) weeks before relinquishing his responsibilities as Senior Pastor.

(B) **Mutual Consent.** If the termination of the Senior Pastor's employment with the Church occurs by the mutual consent of the Senior Pastor and the Church Council, the terms of separation shall be mutually established by the Church Council and the Senior Pastor based upon the Church Council's determination, in its discretion, of separation terms which are in the best interest of the Church under the circumstances. Such terms of separation shall include the timeframe for the announcement of the Senior Pastor's notice of resignation to be provided to the members of the Church in advance of the effective date of the termination of his employment. For purposes of this Section 2.1.6(B), no *ex officio* member of the Church Council may attend or participate in any meetings or discussions of the Church Council regarding the potential termination of the Senior Pastor's employment, without the prior consent of the Church Council due to the inherent conflicts of interest involved.

(C) **Termination by the Members.** The Church Council may recommend to the members that the employment of the Senior Pastor be terminated by the members (*see Section 7.2.2* hereof). Upon any such recommendation by the Church Council, termination of the Senior Pastor's employment by the members shall take place at a special business meeting called for that purpose. At least ten (10) days' prior notice to the members shall be given for any meeting to terminate the employment of the Senior Pastor. The vote of the members on the recommendation and motion of the Church Council shall be held by secret ballot. Twenty-five percent (25%) of the total Church membership shall constitute a quorum for any special business meeting called to consider the termination of the Senior Pastor. The affirmative vote of seventy-five percent (75%) of the members present and voting at the special meeting shall be required for termination of the employment of the Senior Pastor.

2.1.7 Vacancy in the Office of Senior Pastor. Upon a vacancy in the office of Senior Pastor, then (i) in addition to the creation and election of a Senior Pastor Search Committee in accordance with Section 2.1.3 hereof for the purpose of finding and calling a potential new Senior Pastor for presentation to the members for consideration, (ii) an Interim Pulpit Committee shall also be appointed in accordance with this Section 2.1.7, and (iii) the governance of the Church's affairs shall likewise be in accordance with this Section 2.1.7.

(A) **Interim Pulpit Committee.** 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, in concert with the Church Moderator, shall appoint an Interim Pulpit Committee consisting of five (5) Church members. In the event of a vacancy in either of the positions of Chairman of the Deacons or the Moderator, the Church Council shall appoint the Interim Pulpit Committee. No more than two (2) Ministerial Staff Members or other Church employees may serve on the Interim Pulpit Committee. For as long as the position of Senior Pastor shall remain vacant, the Interim Pulpit Committee 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 Interim Pulpit Committee shall elect a Chairman from within its membership. The Chairman of the Committee will work with the Church's Personnel Committee and the Stewardship Committee to determine a compensation package for the interim pastor.

(B) **Interim Governance by Church Council.** For as long as the position of Senior Pastor shall remain vacant, the Church Council shall be responsible for ensuring that the duties and responsibilities of the Senior Pastor are being fulfilled by members of the Ministerial Staff and shall work with the CAO to ensure that all administrative functions of the Church are being properly performed and supervised (*see Section 7.2.4*).

2.2 Church Administrative Officer. The Senior Pastor, in consultation with the Church Council, shall make a recommendation to the members for approval by the members regarding the hiring of the CAO and regarding the filling of any vacancy in the office of CAO. The CAO shall report directly to the Senior Pastor.

2.2.1 Duties of the CAO. The duties of the CAO shall include, but are not limited to, the following:

- (a) serve as the chief administrative officer of the Church;
- (b) working with the Senior Pastor, supervise the daily business and administrative affairs, properties and operations of the Church;
- (c) directly supervise the activities and performance of Church management personnel, other than Ministerial Staff Members, in their various duties and responsibilities, but with the ability to delegate the supervision of personnel within the scope of the Church's management organizational structure, as appropriate;
- (d) working with the Senior Pastor, provide management and operational control of the day-to-day administrative functions at each of the Church's worship sites and any other owned or leased property of the Church;
- (e) report directly to the Senior Pastor, and assist the Senior Pastor by performing the duties described in this Section 2.2.1 under the direction of the Senior Pastor;

(f) work with the Moderator and the Trustee Committee (*see* Section 5.3.5(k) hereof) to execute and deliver in the name and on behalf of the Church contracts or instruments of any kind or character authorized by the members or the Church Council;

(g) ensure and supervise the performance of human resources functions by appropriate Church staff or by a third party with whom the Church has contracted for the performance of those services (*see* e.g., Section 2.4);

(h) work together with the Senior Pastor and the Church Council to ensure the successful implementation of all requirements specified in these Bylaws at each of the Church's worship sites, and the effective implementation of all Church policies and procedures;

(i) serve as a resource for Church members to address operational questions regarding the Church;

(j) serve as an *ex officio*, non-voting member of the Church Council, the Trustee Committee, the Personnel Committee and any other standing Committee as assigned by the Senior Pastor; and

(k) perform such other responsibilities that the Senior Pastor in consultation with the Church Council may identify as being necessary to meet the needs of the Church.

2.2.2 Qualifications of CAO. The CAO shall meet the following qualifications:

(a) having personally accepted and publicly confessed Jesus Christ to be Savior and Lord;

(b) be a person of well-established good repute;

(c) have multi-year experience in a similar position;

(d) preferably, have a background in membership and leadership (either as a paid staff member or as a lay leader) in a Southern Baptist Convention church;

(e) subject to the beginning paragraph of this Article II, be a member of the Church so long as employed in this position;

(f) fully support the Articles of Faith of the Church and the Church Covenant as expressed in Articles IV and V of the Church Constitution; and

(g) have a sound educational background that includes a bachelor's degree from an accredited four (4) year university, preferably with a degree or co-major in some form of business administration or field of study within business.

Further details of the CAO's duties and qualifications may be set forth, from time to time, in the Staff Job Description Manual which is maintained by the Personnel Committee.

2.2.3 Election of CAO. Whenever a vacancy in the position of CAO shall occur, the Senior Pastor, with the advice of the Church Council, shall recommend to the members of the Church the hiring of a person to serve as the CAO. The Senior Pastor may, on behalf of the Church, engage a third-party personnel search firm, in his discretion, to assist the Senior Pastor in searching for, finding and properly vetting appropriate candidates to fill the position of CAO. After completing the search, interview and vetting process, the Senior Pastor shall recommend to the members of the Church a candidate for consideration by the members to be hired as the CAO. The affirmative vote of two-thirds (2/3) of the members present and voting at any regular meeting of the members or at a special meeting of the members called for that purpose, shall be required for hiring a CAO.

2.2.4 Term of Service; Termination. Upon approval by the members, the CAO shall serve for an indefinite period of time at the will of the Senior Pastor and the Church Council, until the employment relationship is terminated by (i) the death, total disability, retirement or voluntary resignation by the CAO; (ii) mutual consent; or (iii) action of the members of the Church upon the recommendation of the Senior Pastor, with the advice of the Church Council.

(A) Death, Disability, or Resignation/Retirement. The CAO's employment with the Church shall terminate upon the death or total disability of the CAO. For purposes of this Section 2.2.4, "total disability" shall mean the CAO's inability to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to last for a continuous period of not less than six (6) months, or as may be set forth in any employment agreement between the Church and the CAO. A CAO seeking to resign or retire shall give written notice to the Church Council, the Personnel Committee and to the congregation at least four (4) weeks before relinquishing his responsibilities as CAO.

(B) Mutual Consent. If the termination of the CAO's employment with the Church occurs by the mutual consent of the CAO and the Senior Pastor in consultation with the Church Council, the terms of separation shall be mutually established by the Church Council and the CAO based upon the Church Council's determination, in its discretion, of separation terms which are in the best interest of the Church under the circumstances. Such terms of separation shall include the timeframe for the announcement of the CAO's notice of resignation to be provided to the members of the Church in advance of the effective date of the termination of his employment. For purposes of this Section 2.2.4(B), the CAO may not attend or participate in any meetings or discussions of the Church Council regarding the potential termination of the CAO's employment, without the prior consent of the Church Council, due to the inherent conflicts of interest involved.

(C) Termination. As the immediate supervisor of the CAO, the Senior Pastor may, with the advice of the Church Council, recommend to the members of the Church the termination of the employment of the CAO in accordance with Section 7.2.3 of these Bylaws. The termination of the employment of the CAO by the members of the Church shall be

by the affirmative vote of a majority of the members present and voting at a meeting at which a quorum is present.

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 identify the ministerial staff positions that he determines necessary or advisable for purposes of leading, conducting and performing the various ministries of the Church. Paid employees of the Church holding those ministerial positions are referred to as "***Ministerial Staff Members***" or members of the "***Ministerial Staff***." The hiring of a Ministerial Staff Member to fill a vacant position or to fill a proposed new Ministerial Staff position shall be subject to the approval of the members of the Church. Upon selection of a candidate for a Ministerial Staff position by the Senior Pastor, with the advice and consent of the Personnel Committee, the Senior Pastor and the Personnel Committee will submit the candidate to the members of the Church for approval at any regular or special business meeting of the members. The affirmative vote of seventy-five percent (75%) of the members present and voting at any such meeting shall be required to approve the hiring of a Ministerial Staff Member. Nothing in this Section 2.3.1 shall prohibit the Senior Pastor from organizing or reorganizing, from time to time, the Church's Ministerial Staff in such manner as he deems to be necessary or advisable, in the Senior Pastor's discretion, including changing the titles, duties and responsibilities of the various Ministerial Staff Members, for the proper operation and functioning of the Church and its ministries.

2.3.2 Written Job Descriptions. The Senior Pastor shall be responsible for the preparation of, and shall approve, the written job description for each Ministerial Staff position. Each such job description shall be contained in the Staff Job Description Manual that is to be maintained by the Personnel Committee in cooperation with the Church's Human Resource Department. A copy of the manual shall reside within the Church Human Resource Department and shall be available for review by any Church member upon request and may be made available to Church members in electronic format and/or on the Church website, subject to available technology.

2.3.3 Use of Search Team or Firm. To facilitate the process of hiring Ministerial Staff Members, particularly to assist in identifying candidates, soliciting and evaluating background information of each, and making recommendations on candidates, the Personnel Committee may (but is not required to) form one or more ad hoc groups for that purpose. The Senior Pastor and the Chairman of the Personnel Committee shall be *ex officio* members of any such ad hoc group. If 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 personnel 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 members of the Church

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 Personnel Committee shall be responsible for ensuring that the organizational chart for the Church's management structure (the "***Organizational Chart***") is maintained and kept current by the Senior Pastor and the CAO as described in Section 5.3.3(b). The Organizational Chart shall identify all current Ministerial Staff Members and principal Administrative Staff employed by the Church. If the Senior Pastor or the CAO make any material changes in the duties or responsibilities of the personnel under their respective direction, they shall update the Organizational Chart accordingly, and shall promptly communicate the changes to the Personnel Committee. The Personnel Committee shall likewise ensure that the Senior Pastor and/or the CAO promptly furnish a copy to the Church Council, make the revised chart available within the Church Human Resource Department and available for review by any Church member upon request, and, publish it to Church members in electronic format and/or on the Church website, subject to available technology.

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 and the Personnel Committee, until the employment relationship is terminated by (i) the death, total disability, retirement or voluntary resignation by the Ministerial Staff Member; (ii) mutual consent; or (iii) action of the Senior Pastor with the advice and consent of the Personnel Committee. The Ministerial Staff Member's employment with the Church shall terminate upon the death or total disability of the Ministerial Staff Member. The term "total disability" shall mean the Ministerial Staff Member's inability to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to last for a continuous period of not less than six (6) months, or as may be set forth in any employment agreement between the Church and the Ministerial Staff Member. If termination is by mutual consent, the terms of separation shall be established by agreement among the Senior Pastor, with the advice and consent of the Personnel Committee, and the Ministerial Staff Member, and those terms will include definition of the advance notice to be given to the members based upon what is deemed to be in the best interests of the Church under the circumstances. A Ministerial Staff Member seeking to resign or retire shall give written notice to the Senior Pastor and Personnel Committee at least two (2) weeks before relinquishing his responsibilities. The Senior Pastor, with the advice and consent of the Personnel Committee, shall have the authority to terminate the employment of any Ministerial Staff Member. Both the Ministerial Staff Member 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 been called into the ministry by the prompting of the

Holy Spirit;

(c) Shall fully support the Articles of Faith of the Church and the Church Covenant as expressed by Articles IV and V of the Church Constitution;

(d) Subject to the beginning paragraph of this Article II, be a member of the Church so long as employed in this position;

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

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

(g) Shall have, at a minimum, a Bachelor's 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 Committee, in its discretion. A Master's degree from an accredited Southern Baptist Seminary is desired.

2.4 Church Administrative Personnel. All Church employees who are not Ministerial Staff Members (referred to as "*Administrative Staff Members*"), other than (if applicable) any personal secretary or assistant to the Senior Pastor, shall report to the CAO or the person designated by the CAO, in his discretion. Each such individual shall have a written job description and shall be employed and terminated by the CAO with the advice and consent of the Personnel Committee (*see Section 5.3.3(e)* hereof). The authority to employ and/or terminate Administrative Staff Members may be delegated by the CAO 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 Committee, in cooperation with the Church Human Resource Department. The function and organization of Administrative Staff Members shall be included in the Organizational Chart.

ARTICLE III DEACONS

The Church shall elect and maintain a body of deacons (the "*Deacons*" or the "*Deacon body*") who are to serve the Church in fulfilling the Church's purpose consistent with New Testament standards for the duties, qualifications, and governance of Deacons. Except as expressly set forth in these Bylaws, it is understood that the Deacon body is hereby granted advisory power only. In no case will the Deacons act for or on behalf of the Church except by specific authorization from the Church membership.

3.1 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 shall include, but not be limited to:

- (a) Proclaim the gospel to believers and unbelievers;
- (b) Care for the Church members and other persons in the community;
- (c) Be zealous to guard the unity of the spirit within the Church in the bonds of peace;
- (d) Serve as a council of advisors in conference with, and to assist, the Senior Pastor and the Ministerial Staff Members in all matters pertaining to the spiritual welfare and work of the Church;
- (e) Minister to new Church members and, to the best of their ability, 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, oversee discipline of the Church, via the principles set forth in Matthew 18:15-17, I Corinthians 5:9-11, and I Thessalonians 5:12-14 (*see Article XIII*);
- (g) Assist the Senior Pastor in observance of The Lord's Supper and in administering the Ordinance of Baptism;
- (h) In concert with Church staff devise, maintain and implement methods to ensure that the Church membership rolls are correct and include only currently active members in accordance with Section 1.7 hereof;
- (i) Under direction of the Deacon Chairman, establish and maintain (subject to the requirements described in Section 3.5 hereof) appropriate procedures for the annual election of Deacons; and
- (j) Under direction of the Deacon Chairman, establish, maintain and implement appropriate procedures for the review, examination and ordination of candidates elected to serve as Deacons or called as ministers (subject to the requirements described in Section 3.6 hereof).

3.2 Qualifications. The qualifications of a Deacon are that he shall:

- (a) Be a man who is at least twenty-one (21) years of age as of January 1 of the year in which his election would be held;
- (b) Have been a member of this Church for at least one (1) year as of the date of his nomination to serve;
- (c) 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;
 - (iii) be evangelistic and missionary in spirit, deeply interested in the salvation of souls at home and abroad; and
 - (iv) be servant minded and have demonstrated a servanthood ministry;
- (d) Regularly attend Church, unless hindered by circumstances beyond his control;
- (e) Be a tither, bringing his tithes and offerings systematically to the Church for the Lord's work; and
- (f) Not be a Ministerial Staff Member or a Paid Program Director of the Church; provided, however, that other Church employees meeting the other qualifications of this Section 3.2 shall be eligible for election as a Deacon but shall not be eligible to serve on any Committee of the Deacons whose duties could present a conflict of interest for the employee-Deacon.

3.3 Organization of Deacons.

3.3.1 Meetings; Leadership; Committees. The whole Deacon body shall be organized as a unit for the consideration of matters relating to the duties set forth in Section 3.1 hereof and shall meet monthly and/or as needed. The Chairman of the Deacons shall serve a term of one (1) year. The Deacons 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 Deacons may create and elect such other positions of leadership and may organize themselves into such committees as they shall determine to be necessary or advisable for the Deacon body to fulfill its duties and purposes.

3.3.2 Pastoral Relations Committee. A Pastoral Relations Committee of Deacons shall be a permanent standing committee of the Deacons with the responsibility to aid the Senior Pastor and the CAO in matters of personal and spiritual concerns. The Pastoral Relations Committee shall consist of the current Deacon Chairman, Deacon Vice Chairman, one (1) Deacon elected from each of the three (3) rotations on the Deacon body and any additional members as may be necessary to ensure that the Committee has at least one Deacon who serves at each campus location.

3.3.3 Deacon Handbook. Under the direction of the Deacon Chairman, a Deacon Handbook shall be prepared annually that includes, as a minimum, documentation of the following items: (a) currently active Deacons, their rotation, and their campus of worship, (b) Deacon officers, (c) duties of Deacons, (d) details of Deacon body organization, (e) detailed procedures for Church's annual election of Deacons (*see Section 3.5*), and (f) detailed procedures for ordination of a Deacon and of a person called to be a minister (*see Section 3.6*).

3.4 Number of Deacons and Terms of Service. The number of Deacon positions to be filled each year is to be determined by the Deacon body. 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. All Deacons are to be elected in accordance with Section 3.5 hereof.

Each Deacon shall be elected to serve a three (3) year term, with approximately one-third (1/3) of the Deacon body being elected and one-third (1/3) rotating off of service each year. After completing his term, 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 be filled in accordance with the provisions of the then-current Deacon Handbook.

3.5 Election of Deacons. Subject to the following minimum requirements, the detailed procedures for the election of Deacons shall be determined by the Deacons, in their discretion, and shall be set forth and maintained in *The Deacon Handbook*:

(a) Deacons shall be elected at the Annual Meeting of Church Members each year to fill the number of vacancies identified by the Deacon body as set forth in Section 3.4 of these Bylaws.

(b) Written and verbal announcements of the nomination period and election process shall be made to Church membership in a timely manner each year.

(c) The Church membership shall nominate the individuals to stand for election to serve as Deacons. Each nomination shall be made with cognizance of the qualification specified in Section 3.2 of these Bylaws.

(d) Whenever there are multiple campus locations, the nominees who attend each location shall be identified on separate slates.

(e) Under the direction of the Deacon Chairman and Senior Pastor, individuals nominated by Church members shall be thoroughly examined to ascertain that they satisfactorily meet the qualifications set forth in Section 3.2 hereof.

(f) The list of qualified nominees for each campus location shall be made available to the full Church Membership no later than 30 days prior to the election at the Annual Meeting.

(g) Any member may vote for any Deacon nominee from the slates of qualified nominees without regard to the campus location where he is to serve if elected.

(h) A member may vote by a properly executed absentee ballot (subject to any procedures established by the Deacons), but otherwise the election shall be in one assembly.

(i) Any man elected as a Deacon pursuant to the provisions of this Section 3.5 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 3.6.1 hereof.

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

3.6 Ordination of Deacons and Ministers; Procedure. Subject to the minimum requirements described in Sections 3.6.1 and 3.6.2, the detailed procedures for ordination of a person elected to be a Deacon or a person called to be a Minister in a Southern Baptist Convention church or ministry, shall be determined in their discretion by the Deacons with advice of the Senior Pastor and Ministerial Staff, and shall be set forth and maintained in *The Deacon Handbook*.

3.6.1 Ordination of Deacons. Upon election as a Deacon pursuant to the procedures set forth in Section 3.5 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. Under the direction of the Deacon Chairman, 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, and they shall be fully documented in the Deacon Handbook. 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. The Council shall examine the candidate relative to his conversion, his support of the Church, including the Church's Articles of Faith, the Church Covenant, *The Baptist Faith & Message*, and other matters as appropriate.

(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 duly conducted.

(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.

3.6.2 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. Under the direction of the Deacon Chairman, the Deacon body shall be responsible for establishing and maintaining detailed 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, and they shall be fully documented in the Deacon Handbook. 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 and the Chairman-Elect of the Deacons 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. The Council shall examine the candidate relative to his conversion experience, his knowledge of Scripture, his support of *The Baptist Faith and Message* and other aspects of Southern Baptist doctrine, his call to the ministry, and other matters as appropriate.

(d) 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.

(e) The Deacon body shall determine whether to recommend to the Church that the candidate be ordained, and if so, an ordination service shall be scheduled and duly conducted.

ARTICLE IV MINISTRY ACTIVITIES

4.1 Ministry Activities in General. All ministries of the Church shall be under Church control and consistent with the Church's Articles of Faith and the Church Covenant as set forth in Articles IV and V of the Constitution. Except as otherwise specified in these Bylaws, each 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. Ministry activities may be primarily ministerial in nature or primarily administrative in nature, a distinction made in these Bylaws as a benefit to advancing the work of the Church. Ministerial activities shall be the primary responsibility of the Senior Pastor, working with the Ministerial Staff Members and Program Directors. Non-ministerial administrative activities shall be the primary responsibility of the CAO, working with the administrative staff.

4.2 Program Directors. Ministerial programs and activities of the Church are sometimes organized in such a manner so that they are placed under the direct 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 and all volunteer workers who work in the various ministry activities/programs 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 by the Nominating Committee to serve in accordance with Section 5.3.2(h) hereof. Election of a Program Director to fill a vacancy or to fill a newly created Program Director position may occur at a regular or special meeting of the Members. Paid Program Directors shall be employed by the Senior Pastor with the advice and consent of the Personnel Committee and final approval by vote of the Church membership, supervised by the Senior Pastor, or his designated Ministerial Staff Member, and may be terminated by the Senior Pastor only with the advice and consent of the Personnel Committee (*see* Section 5.3.3(f)).

4.3 Directory of Church Ministries. A Directory of Church Ministries shall be maintained by the CAO in the Church office for review by any Church member and may be made available to Church members for viewing in electronic format and/or on the Church’s Internet website, subject to available technology. The Directory shall provide the name of each ministry activity/program, the defined ministry objective, and the Ministerial Staff Member and/or the Program Director (if any) having responsibility for that ministry activity/program.

4.4 Administrative Staff. Non-ministerial programs and activities, including, for example, human resource functions and property maintenance, shall be conducted by the administrative staff of the Church under the direction of the CAO. Such programs and activities may also include volunteers (unpaid) who shall work under the supervision of a Church employee. The CAO may utilize staff and volunteers who are not members of the Church but, in the judgment of the CAO, have sufficient interest, ability and dedication to advance the work of the Church. Administrative staff shall be employed by, and terminated by, the CAO with the advice and consent of the Personnel Committee, in accordance with Section 2.4 of these Bylaws.

4.5 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 CAO and/or the Senior Pastor; and (ii) may create such organizational structure as may be determined to be necessary or advisable by the CAO and/or the Senior Pastor.

4.6 Education; Sunday School and Small Groups. The advancement of the Church is grounded in obedience to God, who speaks to the Church through His Word. Accordingly, the ministerial work of the Church shall include a strong emphasis on (a) teaching, sharing, and explicating the Word of God, (b) in discipling, convicting, and rebuking the membership in the Word of God, and (c) the training of future teachers and leaders of the Church, through group Bible study in Sunday School classes and Small Groups (“**Small Groups**” which may sometimes be referred to within the Church as “**Life Groups**”). To that end, the Senior Pastor and Ministerial Staff, as appropriate, together with such lay leadership as the Senior Pastor may encourage and direct, shall (i) plan appropriate educational programs and curricula for systematic Bible study; (ii) cultivate, support, and promote Sunday School and Small Group attendance and development; (iii) establish means of recruiting and vetting candidates for teaching and leadership positions in Sunday School and Small Groups; and (iv) establish means of monitoring

the quality and content of teaching with Sunday School classes and among Small Groups. The specific mention of Sunday School and Small Groups shall not imply, however, that these forums are to be the sole educational programs of the Church, and the Senior Pastor in the exercise of his pastoral leadership may establish and promote such other educational programs for the advancement of God's Word as he deems necessary or desirable.

4.7 Ministry Role of Sunday School & Small Groups. Small Groups and Sunday School classes are to be the primary organizational units within the Church which are responsible for ministering to and meeting spiritual, educational and other needs of the individual members of the Church. Therefore, all Church members are encouraged to join, associate with, and attend a Small Group and/or Sunday School class. Anyone who is involved in the ministry of teaching is encouraged to become and remain an associate member of an age-appropriate Small Group and/or a Sunday School class. 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 and/or a Sunday School class to establish fellowship, bible study, and ministry with other members.

4.8 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 Church's Child Protection Policy and the Authorization Form to be used shall be maintained in the Church Office for review by any Church member and may be made available to Church members for viewing in electronic format and/or on the Church's Internet website, subject to available technology. Children's ministries shall include all Church-sponsored activities, classes, programs and special events involving children under the age of 18 years.

4.9 Church Ministries at Multi-Site Campus Locations. The Church may from time to time establish one or more additional sites of regular worship ("**Multi-Sites**") in addition to the Kingston Pike campus (the "**Main Campus**"). In carrying out its mission of worship, evangelism, and spiritual growth, each Multi-Site location shall be under the auspices of these Bylaws unless otherwise directed in these Bylaws or as otherwise directed by the Church. The following procedures shall apply to each Multi-Site.

4.9.1 Authorization & Creation of a Multi-Site. The Senior Pastor, with advice and consent of the Church Council and the Missions Committee, may recommend to the Church the creation of a Multi-Site worship location by means of a motion at a special business meeting called for such purpose. The motion shall include a written presentation of the merits of the proposed Multi-Site along with any further qualifications or recommendations from the Stewardship Committee and the Trustee Committee. In the interest of providing the Members with a full opportunity to consider the merits of the proposed Multi-Site, advance notice of at least thirty (30) days shall be given of the special business meeting to consider approval of a Multi-Site. Approval of each Multi-Site shall require the affirmative vote of seventy-five percent (75%) of the Church members present and voting at the special business meeting.

4.9.2 Staff, Organization of a Multi-Site. Because any and all Multi-Site locations are simply another ministry activity of the Church and are, in essence, additional worship locations for the Church, all such Multi-Sites are governed by, in all respects, the provisions of this Constitution & Bylaws. Therefore, all staff members, programs, and financial affairs at each Multi-Site and at the Kingston Pike campus shall be under the same authority and supervision (Church Council, Personnel Committee, Stewardship Committee, Trustee Committee, staff supervisors, etc.) as described elsewhere in these Bylaws. To the extent separately assigned to perform duties at a Multi-Site location, all Ministerial Staff Members and Administrative Staff shall be hired and supervised at such Multi-Site in the same manner as provided in these Bylaws as for other Church personnel. Except as the Church may otherwise approve, each Ministerial Staff Member at a Multi-Site shall be under the supervision of the lead pastor of that Multi-Site, who in turn is under the supervision of the Senior Pastor as described in Section 2.3 of these Bylaws. Administrative Staff Members serving at a Multi-site are employed and shall serve under the provisions of Section 2.4 of these Bylaws.

4.9.3 Budgets and Financial Reporting of a Multi-Site. In all aspects, the financial affairs of a Multi-Site are integral parts of the consolidated finances of the Church. Annual budgets for Multi-Site staff and programs shall be established as parts of the Church annual budget development process. Oversight of expenditures shall be the same as applicable to the main Kingston Pike campus. The tithes and offerings received at any Multi-Site shall be regularly integrated into the overall Church receipts. Pursuant to Article XII of these Bylaws, financial reporting to the Church shall be in sufficient detail to inform the membership reasonably about the operations and activities of each Multi-Site.

4.9.4 Evaluation and Management of a Multi-Site. The Senior Pastor and the CAO, with the advice and consent of the Church Council, shall: (i) establish a mission statement for each Multi-Site; and (ii) annually evaluate the fulfillment of the mission of each Multi-Site. The Senior Pastor shall supervise the ministerial activities of the Multi-Site, the CAO shall supervise the administrative activities of the Multi-Site, and they shall consult with the Church Council regarding the performance of the Multi-Site. If the Church Council determines that there has occurred a fundamental change in the mission of a Multi-Site, the geographical area served by a Multi-Site, or its financial condition or outlook, or determines that a change should be made in the focus or operation of a Multi-Site, such change or recommendation shall be brought before the members for approval or other appropriate action.

4.9.5 Termination of a Multi-Site. If the performance record of a Multi-Site becomes sufficiently deficient as determined by Senior Pastor working with the CAO and the Church Council, the Senior Pastor or Church Council may recommend to the members of the Church that the Multi-Site be terminated as a ministry of the Church. The specific motion to terminate shall require the affirmative vote of a majority of Church members present and voting at a special business meeting called for the purpose of considering the termination of that Multi-Site. Advance notice of at least thirty (30) days shall be given of a proposed motion to terminate a Multi-Site.

ARTICLE V COMMITTEES

Three types of Committees are recognized under the governance structure of the Church 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 Committees, Ad Hoc Committees, and Ministry Support Committees. The organization and duties of these Committees are described in Sections 5.3, 5.4, and 5.5, respectively, of these Bylaws.

5.1 Purposes & Qualifications for Committees.

5.1.1 Role of Committees. The primary role of the various Committees of the Church is to provide a body of lay leaders who are deeply spiritually invested in the Church, its ministries and its mission, to assist and advise the Ministerial Staff Members and Administrative Staff in: (i) fulfilling the mission of the Church; (ii) the creation, development and maintenance of appropriate policies, procedures and guidelines for the ministries, programs and activities of the Church; (iii) their supervision of the various ministries, programs and activities of the Church, and (iv) their supervision of the operations of the Church. The Committees are not intended to serve as day-to-day supervisors of the various ministries, programs and activities of the Church. Instead, except as specifically described in the duties of each Committee in this Article V, the primary role of each Committee is to provide guidance and advice to the Ministerial Staff Members and/or Administrative Staff who are given the responsibility to supervise the particular ministry, program or activity which relates to the duties of that Committee. The Committees should, as necessary or appropriate, report important information relating to the operation of a particular ministry, program or activity which corresponds to the duties of that Committee, to the Senior Pastor, the CAO and/or the Church Council.

5.1.2 Qualifications of Committee Members. In order to be eligible for election or appointment, as applicable, to any of the Committees of the Church a person shall:

- (a) Be a member of the Church who is at least twenty-one (21) years of age as of January 1 of the year in which his election or appointment would be held;
- (b) Have been a member of the Church for at least one (1) year as of the date of his nomination or appointment to serve;
- (c) Possess sufficient spiritual maturity and a deep spiritual investment in the Lord and in the work of the Church, such that he or she shall measure up to the standards given in I Timothy 3:1-7, 11, Titus 1:7-9 and Proverbs 2:1-11, 3:5-8, 13-26;
- (di) Regularly attend Church, unless hindered by circumstances beyond his or her control;
- (e) Be a tither, bringing his tithes and offerings systematically to the Church for the Lord's work; and

(f) Not be a Paid Program Director or Ministerial Staff Member of the Church.

5.2 Directives for Standing Committees.

5.2.1 Creation and Termination of Standing Committees. As set forth in Section 5.3 hereof, there shall be five permanent standing committees of the Church: the Missions Committee, the Nominating Committee, the Personnel Committee, the Stewardship Committee, and the Trustee Committee (the “*Permanent Standing Committees*”). The Church membership may, in its discretion, create and organize such other Standing Committees as the members may deem to be necessary or advisable for purposes of facilitating the organization and work of the Church. No Standing Committee 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 Committee. The Senior Pastor, in his discretion, shall assign an appropriate Ministerial Staff Member, Paid Program Director and/or a paid staff member to work with each Standing Committee as a liaison, and each such liaison shall be an *ex officio*, non-voting member(s) of the Committee to which they are assigned.

5.2.2 Committee Members; Nomination and Election. All members of any Standing Committee shall be members of the Church and shall meet the qualifications described in Section 5.1.2 of these Bylaws. Committee members of all Standing Committees (except for the members of the Nominating Committee which shall be nominated by the Church Council in accordance with Section 7.2.5 of these Bylaws) shall be nominated by the Nominating Committee and elected by the members of the Church to serve a three (3) year term unless otherwise indicated in the description below. The Committee members shall serve on a three-year rotation system with one-third (1/3) of the Committee 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 Committee member shall be eligible to serve another term on the same Committee until the lapse of at least one (1) year. The Senior Pastor, CAO and Moderator shall be *ex officio*, non-voting members of all Standing Committees of the Church.

5.2.3 Chairs of Committees. The Nominating Committee shall nominate the person to serve as Chair of each Permanent Standing Committee (except the Nominating Committee -- *see Section 5.3.2*) for election by the members at that Annual Meeting of the members. In determining its nominee for Chair of each Permanent Standing Committee, the Nominating Committee shall work with the returning members of each Committee to determine the person most suitable for service as Chair for the coming year.

5.2.4 Committee Meeting Minutes. All Standing Committees shall maintain minutes and attendance records of each meeting. Within thirty (30) days following each meeting, the minutes shall be filed in 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. Minutes of Committee meetings shall be maintained on file for a period of not less than two (2) years.

5.2.5 Conflicts of Interest. In conducting its work as a committee, each Standing Committee of the Church shall determine any real or perceived conflicts of interest of any of its committee members with regard to any issues that may be brought before the committee for consideration. In the event that a conflict of interest of one or more committee members is deemed to exist, the affected committee member shall recuse himself/herself from any deliberations, actions or voting with regard to the subject matter for which the conflict of interest exists, and only disinterested committee members shall consider or vote upon actions involving that subject. Likewise, the Nominating Committee may consider any actual or perceived conflicts of interest, of a potential nominee for a position on a Committee of the Church, and may determine not to proceed with the nomination of such person based upon such actual or perceived conflict of interest.

5.3 Permanent Standing Committees. The following are the only Permanent Standing Committees of the Church:

5.3.1 Missions Committee. The Missions Committee shall consist of nine (9) members. The Missions Committee shall:

- (a) Interact with Missions Staff, giving counsel as needed in planning and leading the mission endeavors of the Church;
- (b) Meet regularly for the planning and support of upcoming mission endeavors;
- (c) Interact with the Stewardship Committee regarding the church budget allocation for mission endeavors;
- (d) Develop a detailed annual budget for all funds anticipated which must be approved by the Stewardship Committee;
- (e) Promote participation in missions locally, nationally, and internationally as commanded in Acts 1:8 and Matthew 28: 18-20;
- (f) Have and maintain an interactive relationship with the entire Missions Staff; and
- (g) At each regular Church business meeting, present a report summarizing the activities of the Church's missions program since the date of the last regular Church business meeting.

The Missions Pastor and any other appropriate Ministerial Staff Member, Paid Program Director and/or paid staff member shall be appointed by the Senior Pastor to work with the Committee, who shall be *ex officio*, non-voting members of the Committee.

5.3.2 Nominating Committee. The Nominating Committee shall consist of six (6) members who shall be nominated by the Church Council, which shall also nominate its chairman. The Nominating Committee 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 Committees, except the Nominating Committee;

(b) If vacancies occur within any Permanent Standing Committee during the Church year, select and present at the next regular business meeting or at a special meeting called for that purpose, nominations to fill any such vacancies (except for vacancies on the Nominating Committee);

(c) Work with the returning members of each Permanent Standing Committee to nominate the Chair for each Permanent Standing Committee (except the Nominating Committee) for approval at the Annual Meeting of members;

(d) Maintain a current Church Committee Membership List that identifies the members of each Committee, their respective terms, the Chair and/or Co-Chairs, and the Ministerial Staff Member(s) and/or other Administrative Staff assigned as the staff liaison(s) for each Committee, such List to be made available for review by any member in the Church Office and on the Church website;

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

(f) On or before the Annual Meeting of the Church members, select and present to the members its nominations for the At-Large position of the Church Council to be elected each year (*see Section 7.4*);

(g) Consult with the Senior Pastor, the CAO, and other staff members, as appropriate, with regard to their appointment of Church members to Ministry Support Committees (*see Section 5.5* of these Bylaws); and

(h) 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 these 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 Committee member, Church Council At-Large Member or any Church Officer position.

5.3.3 Personnel Committee. The Personnel Committee shall consist of six (6) members. The Personnel Committee shall:

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

(b) In concert with the Senior Pastor and the CAO, ensure that they maintain and keep current a Staff Job Description Manual and a Church Organizational Chart. (see Section 2.3.4 hereof regarding potential changes in the Organizational Chart), a copy of the latter to be maintained in the Church Office and on the Church's website for review by any Church member;

(c) Consult with the Senior Pastor regarding the recruitment of Ministerial Staff Members as needed for the work of the Church to be recommended to the Members for hiring, the hiring of which shall require the approval of the Personnel Committee and the members of the Church in accordance with the provisions of Sections 2.3.1 and 2.1.1(e) of these Bylaws;

(d) Consult with the Senior Pastor regarding (i) the job performance of all Ministerial Staff Members, and (ii) decisions concerning any necessary employment-related disciplinary measures, and, (iii) as set forth in Section 2.3.5 hereof, the Committee shall have the authority to provide its advice to the Senior Pastor, and the approval of the Committee shall be required, regarding the termination of the employment of any Ministerial Staff Member;

(e) Consult with the CAO regarding the recruitment of Church Administrative Staff and be available to the CAO for consultation regarding (i) the job performance of Church personnel, and (ii) decisions concerning any necessary employment-related disciplinary measures and, consistent with Sections 2.4 and 4.4 hereof, provide its advice and consent as it deems appropriate with respect to the hiring and termination of employment of all Church Administrative Staff;

(f) Consult with the Senior Pastor regarding the recruitment of paid Program Directors as needed for the work of the Church to be recommended to the Members for hiring and, consistent with Sections 4.2 and 2.1.1(e) hereof, provide its advice and consent (along with that of the Church members) as it deems appropriate with respect to the hiring of any and all paid Program Directors;

(g) Ensure that annual job performance measures are established and that at least annual performance reviews are conducted of all Church employees by their supervisors, such reviews to be in writing, discussed directly with that employee and furnished to the Personnel Committee upon request;

(h) Working with the CAO and the Senior Pastor, develop and recommend to the Stewardship Committee an annual personnel budget to include salaries, benefits and other related expenses for all employees of the Church, including, without limitation, the Senior Pastor, all Ministerial Staff Members, the CAO and all Administrative Staff; and

(i) 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.

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

The Senior Pastor and the CAO shall be *ex officio*, non-voting members of the Committee.

5.3.4 Stewardship Committee. The Stewardship Committee shall consist of nine (9) members, preferably with at least one of those members being a regular worshipper at each Multi-Site location of the Church. In addition, the Church Treasurer and the CAO shall serve as *ex officio*, non-voting members of this Committee. Relying upon sound principles of financial management, the Stewardship Committee shall:

(a) Develop the following budgets for approval by the members of the Church in accordance with these Bylaws, after appropriate input from, consultation with, and review of any necessary information from, the Senior Pastor, the CAO, the Treasurer, each Standing Committee of the Church, Ministerial Staff Members, Program Directors and other Administrative Staff and any other persons responsible for various programs and ministries of the Church:

- (1) An annual operating budget, on a consolidated basis, comprising, collectively, all programs and ministries of the Church at all sites (including the Main Campus and all Multi-Sites, if any, but excluding any Ancillary Programs of the Church which maintain separate budgets);
- (2) Annual operating budgets, on a consolidated basis, separately, for each major functional division, site (Main Campus and each Multi-Site), or program as the Committee deems necessary and appropriate for sound financial planning, control and reporting;
- (3) Annual long-term capital budgets (which may be on a five (5) year basis or other term as the Committee deems appropriate) reflecting the long-term capital needs of the Church, together with any sinking fund or reserve requirements, on a similar consolidated basis;
- (4) In each case where the Church holds restricted funds, including all restricted gifts and funds which have been set aside by action of the Church, annual budgets for the receipt and disbursement of funds from such restricted accounts distinguished from budgets for unrestricted funds;

(b) Monitor the receipt and disbursement of the Church's funds, in collaboration with the Treasurer, the Chief Administrative Officer and the Administrative Staff, including:

- (1) Overseeing accurate counting, depositing, and administration of the tithes and offerings received by the Church on a weekly basis (*see Section 12.5* hereof);

- (2) Fulfilling the additional responsibilities described in Article XII of these Bylaws, including the establishment of bank accounts and overseeing check signing responsibilities (*see Sections 12.4 and 12.5*);
- (3) Ensuring the application of receipts from any extraordinary transactions, such as the sale or lease of Church property, to accounts, restricted or otherwise, as directed by the Church;
- (4) Regularly reviewing during the year the financial statements and financial condition of each budget category and program area of the Church, comparing the actual results to budget, and in collaboration with the Treasurer and the CAO, recommending spending guidance and/or making interim budget adjustments as appropriate;

(c) Ensure the accurate and timely reporting of financial results to the membership of the Church including:

- (1) At least on a quarterly basis, working with the Treasurer to present the interim financial reports to the membership of the Church at regularly-scheduled business meetings;
- (2) Working with the Treasurer and the CAO to develop, or to cause to be developed, such reports as the Committee deems necessary or appropriate to ensure that the membership of the Church is reasonably and adequately informed about the financial results of programs and operations of the Church as well as the financial condition of the Church as a whole; and
- (3) Working with the Treasurer and the CAO to (i) determine, the methods of accounting adopted for financial reporting purposes, (ii) cause any necessary or advisable revisions in charts of accounts and general ledger details, (iii) define which programs or activities of the Church should be separately reported or consolidated, and (iv) generally set the level of detail appropriate for reporting to the membership of the Church.

5.3.5 Trustee Committee. There shall be nine (9) members of the Trustee Committee with backgrounds consistent with the duties of the Committee who shall assist the Church in matters related to the administration and maintenance of all Church property. The CAO shall be an *ex officio*, non-voting member of the Committee. The Trustee Committee shall:

- (a) Develop and 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) Maintain property, casualty and liability insurance reasonably adequate to protect the Church, its assets and operations, including special coverages for

directors and officers, security, inland marine, and such other coverages as they may deem necessary or desirable;

(d) Maintain a Master Site Plan, as well as a Site Use Plan of existing facilities in accordance with applicable federal, state and local laws and ordinances;

(e) Ensure that Church assets are protected against potential loss or harm, including working with the Stewardship Committee regarding the development, maintenance and administration of an appropriate reserve or “sinking” fund for maintenance of all Church buildings, facilities and property (and components thereof) not already included in the Church’s annual operating budget;

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

(g) Provide guidance and recommendations to standing and Ad Hoc Committees through consultation regarding the use, modification, alteration, or designation of Church real property or related assets;

(h) Provide general oversight, which may include direction, guidance, and assistance as the Committee may deem necessary or appropriate, 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, including the application of funds appropriated for maintenance, repairs, replacements, improvements, safety, and operation of Church real property and capital assets not otherwise designated as the responsibility of another Permanent Standing Committee, including the development and maintenance of appropriate facility use plans and policies;

(i) Develop and recommend to the Stewardship Committee an annual budget for facilities, fixtures, vehicles and related capital asset needs along with a rolling five (5) year plan for major repairs, replacements and refurbishments; and

(j) At each regular Church business meeting, present a report summarizing the activities of the Committee and any changes in and/or relating to the administration of the condition of the Church’s property since the date of the last regular Church business meeting.

The Chairman of the Trustee Committee shall work with the Moderator and the CAO (*see Sections 2.2.1(f) and 8.7.1 hereof*) to execute and deliver in the name and on behalf of the Church, any contracts or instruments of any kind or character authorized by the members or the Church Council.

The Trustee Committee shall have no power to buy, sell, mortgage, lease or transfer any real property or material capital assets of the Church or to borrow any money on behalf of the Church without a specific vote of the members of the Church authorizing such action. To the extent, however, the members authorize the purchase, sale, mortgage, lease or transfer of any real property or material capital assets, or the construction of new facilities on existing real

property, the authority and responsibility for assessing alternatives, selecting among alternatives, and conducting final negotiations for such actions shall be vested in the Trustee Committee and the Committee shall have the authority to delegate such actions among its Chair, its members and its agents, subject only to a final approval by the members of the Church. All monies received from the sale of any property declared surplus by the Church shall be deposited as directed by the Stewardship Committee or as otherwise determined by action of the members.

Trustee policies and other documents reflecting acts of the Trustee Committee shall be maintained in the Church Office and office of the CAO for review by any Church member.

5.4 Ad Hoc Committees.

5.4.1 Creation & Termination. The Senior Pastor, CAO, the Moderator or the Church Council may, from time to time, and in their discretion, recommend for approval by the members of the Church the creation of such ad hoc committees (the “*Ad Hoc Committees*”) 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, each such Ad Hoc Committee 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 Committee.

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

5.4.3 Ad Hoc Constitution & Bylaws Committee. 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 Constitution & Bylaws Committee shall be appointed according the procedures of this Section 5.4. 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 Committee to determine whether any revisions to the Constitution and/or Bylaws should be proposed by the Committee to keep them current and in harmony with the mission, procedures and practices of the Church.

5.5 Ministry Support Committees. The Senior Pastor, the CAO, Ministerial Staff Members and/or Program Directors (pursuant to the supervision or direction of the Senior Pastor and/or the CAO) 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 Committee.**” Upon approval of a Committee’s scope, size, and organization by the Senior Pastor and/or CAO, the responsible Minister or Program Director may consult with the Nominating Committee to appoint the members and chairman of that Ministry Support Committee. The term of service of a Committee member shall be at the discretion of the responsible Ministerial Staff Member and/or Program Director. The supervising Ministerial Staff Member or Program Director shall provide the Committee members with a written statement of the Committee’s scope. A Ministry Support Committee 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 Committees. Nothing herein shall prohibit the Senior Pastor, the CAO or other Church personnel from creating and implementing such informal groups 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; 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 then-existing 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. CCS was subsequently organized as a Tennessee member-managed, non-profit limited liability company on April 14, 2008, with the Church being the sole Member of the LLC, so that CCS is a wholly-owned subsidiary of the Church. 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.

6.2 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, provides 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. The Mission Statement and Vision Statement of CCS (as may be adopted or modified by CCS from time to time) as well as the overall goals and purposes of CCS, are, and shall be, in harmony with the mission, doctrine and religious beliefs of the Church.

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.

6.3 Statement of Faith. As a ministry of the Church, CCS is governed by, adheres to, and incorporates the Church's Articles of Faith and the Church Covenant as described in Articles IV and V of the Church Constitution, in all respects, as the doctrines, religious beliefs and principles for the school and all of its educational programs, policies and procedures. Therefore, the Church reserves the right to fully and freely exercise its religious beliefs, doctrine and faith in the conduct of all affairs of CCS including, without limitation, its teaching, curriculum, employment practices, policies and procedures to the maximum extent permitted and protected under the Constitution of the United States of America.

6.4 Organizational Structure. From its inception, CCS has been and remains as a ministry of the Church. 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.

6.5 Accreditation. CCS has met the accreditation requirements of both the Association of Christian Schools International (ACSI) 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 ACSI and SACS and any other accrediting body from which CCS obtains accreditation in the future, unless otherwise directed by action of the CCS School

Board or the members of the Church due to differences between the accreditation requirements of a particular accrediting body and the faith, religious beliefs and doctrine of CCS and/or the Church.

6.6 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.***”

6.6.1 Number, Composition and Term. The CCS School Board shall consist of nine (9) members. Up to one-third of the CCS School Board (up to three (3) members of the Board) may be non-Church members, subject to the qualifications described in Section 6.6.3 (the “***Outside Board Members***”). All other members of the CCS School Board (at least six (6) Board members) must be members of the Church and shall be elected by the members of the Church in accordance with the provisions of Section 6.6.2 hereof (the “***Church-Elected Board Members***” or “***C-E Board Members***”). All members of the CCS School Board, including both Outside Board Members and C-E Board Members, shall serve three-year terms subject to the nomination and election provisions described in Section 6.6.2 hereof. The six (6) C-E Board Members shall serve in staggered terms such that one-third (1/3) of the C-E Board Members (2 C-E Board Members) shall be subject to nomination and election each year. Likewise, the three (3) Outside Board Members shall serve in staggered terms such that one-third (1/3) of the Outside Board Members (one (1) Outside Board Member) shall be subject to nomination and election each year. After completing a three-year term (or the remainder of a term for a prior Board member where a vacancy occurred), the Board member shall not be required to rotate off of the Board and shall be eligible for re-election to the Board for another three-year term, but shall be subject to the process of being re-nominated and elected in accordance with Section 6.6.2 hereof. The Senior Pastor and the CAO shall serve as *ex officio*, non-voting members of the CCS School Board.

6.6.2 Nomination & Election. C-E Board Members of the CCS School Board shall be nominated by the Church Council who shall work in consultation with the CCS School Board regarding potential qualified candidates. The Church Council shall present its nominees for the C-E Board Member positions to be filled each year at the Annual Meeting of the members of the Church, and with the affirmative vote of a majority of the members present and voting at the Annual Meeting being required for the election of the C-E Board Members. The CCS School Board, working in consultation with the Church Council, shall nominate persons for service as an Outside Board Member of the CCS School Board. Any such nominees shall be presented at a meeting of the CCS School Board to be held prior to August 1st of each year, and with the affirmative vote of a majority of the members of the CCS School Board present and voting at the meeting (at which a quorum is present) shall be required for election of an Outside Board Member.

6.6.3 Qualifications. All members of the CCS School Board, including Outside Board Members and C-E Board Members, must demonstrate a personal testimony of faith and belief in Jesus Christ as Savior and Lord. As stated in Section 6.6.1, all C-E Board Members of the CCS School Board shall be members of the Church, and shall have been a member of the Church for at least one (1) year before being eligible for election as a C-E Board Member. To be eligible for election, all candidates for CCS School Board member positions shall: (i) demonstrate a commitment to supporting the doctrine, philosophy, goals, vision and mission of

CCS; and (ii) have the appropriate skills, training and/or experience in order to be competent to assist in the management of CCS as an educational institution, particularly since all educational leaders are held to a high Biblical standard of accountability for their actions and demeanor (*see* James 3:1, Titus 1:7-9 and 1 Timothy 3:1-13). Neither the Head of School 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 a CCS School Board member.

6.6.4 Removal. Any CCS School Board member may be removed at any time for cause when such action will serve the best interests of the CCS, where such reasons for removal are submitted and heard by the members of the CCS School Board, by the affirmative votes of two-thirds (2/3) of the members of the CCS School Board (excluding the Board member being considered for removal), at any regular or special meeting of the Board at which a quorum is present. The Senior Pastor and/or the CAO, even though they are *ex officio*, non-voting members of the CCS School Board, may bring a motion before the Board for removal of a Board member and may participate in the discussion on the motion, but shall not be entitled to vote on the motion.

6.6.5 Resignation. A CCS School Board member may resign at any time by giving a written notice of resignation to the Chairman of the CCS School Board and the Church Council. 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 the resignation by the Board shall not be required to make it effective.

6.6.6 Vacancies. Any vacancy in the position of a member of the CCS School Board which shall arise from the death, resignation or removal of a Board member may be filled at any time after the occurrence of the vacancy in accordance with this Section 6.6.6. For a vacancy occurring in the position of a C-E Board Member, the Church Council shall nominate a candidate to fill the position at any regular or special meeting of the members of the Church, and the affirmative vote of a majority of the members present and voting at any such meeting shall be required for the election as a C-E Board Member. The C-E Board Member who is elected to fill the vacancy shall hold office for the remaining, unexpired term of their predecessor in office and until his/her successor is duly elected. For a vacancy occurring in the position of an Outside Board Member, the CCS School Board shall nominate a candidate to fill the position at any regular or special meeting of the Board, and the affirmative vote of a majority of the Board members present and voting at any such meeting shall be required for the election as an Outside Board Member. The Outside Board Member who is elected to fill the vacancy shall hold office for the remaining, unexpired term of their predecessor in office and until his/her successor is duly elected.

6.6.7 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 and voting at a meeting at which a quorum is present shall be the act of the Board. A majority of the Board members present and voting at a meeting at which a quorum is present may vote to adjourn any meeting to another place, date and time.

6.6.8 Chairman of the Board. The Chairman of the Board shall be a C-E Board Member. Each year, following the election of the C-E Board Members, the CCS School Board shall elect a Chairman of the Board from among the C-E Board Members of the CCS School Board by the affirmative vote of a majority of the members of the CCS School Board present and voting at the meeting during which the election is held. There shall be no limit on the number of terms that a Chairman of the Board may serve, but the election of the Chairman of the Board shall occur annually. In the event of a vacancy in the office of Chairman of the Board due to the death, resignation or removal of the Board member who was duly elected as Chairman, the Board shall act to elect a new Chairman of the Board as soon as practicable in accordance with the provisions of this Section 6.6.8.

6.6.9 Conduct of Meetings. The Chairman of the Board shall preside over all meetings of the CCS School Board. In the absence of the Chairman of the Board, a chairman shall be elected from among the Board members present to serve as chairman of the meeting. Any person appointed by the Chairman of the Board, or in his/her absence 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 CCS School Board shall be as determined by the Chairman of the Board, or in his/her absence, the chairman of the meeting. Members of the CCS School Board may participate in a meeting of the Board by means of conference telephone, video conference, 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.

6.6.10 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.

6.7 Duties of CCS School Board. The role of the CCS School Board is not to manage the day-to-day operation of CCS, but instead to empower the Head of School and the administration of CCS by establishing appropriate policies to accomplish the mission of the school. The CCS School Board shall have the following duties, responsibilities and authority:

(a) The primary function of the Board shall be to: (1) provide accountability for the Head of School 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.

(b) The Board, working in connection with the Senior Pastor, shall be responsible for the selection and hiring of the Head of School. The Head of School, 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.

(c) The Board shall annually review and evaluate the effectiveness and performance of the CCS Head of School.

(d) The Board shall review and approve the annual operating budget for CCS submitted to it by the Head of School. Following review and approval of the CCS annual operating budget, the Board shall submit the budget to the CAO and to the Stewardship Committee of the Church for further review and approval, and shall work with the CAO and the Stewardship Committee in good faith regarding the provision of any additional needed information to the CAO and/or the Stewardship Committee, and/or regarding any requested revisions to the budget as drafted, as may be recommended by the CAO and/or the Stewardship Committee.

(e) The CCS School Board will not take any action, including the acceptance of any funds, whether from any governmental body, agency or any other source, which has the effect of, in any manner: (i) restricting or altering the content of any curriculum of CCS; (ii) mandating or requiring any policies or procedures which are in contravention of the doctrines, mission, goals and/or purposes of CCS or the Church; or (iii) causing CCS to be subject to any employment practices, policies or procedures that would be inconsistent with the doctrines, mission, goals and/or purposes of CCS or the Church.

6.8. Additional Requirements & Obligations of CCS School Board Members. In addition, all members of the CCS School Board shall comply with each of the following requirements:

6.8.1 Initial Orientation. Membership on the CCS School Board requires knowledge of and orientation to many disciplines relating to education, administration and governance. Therefore, in consultation with the Head of School and experienced CCS School Board members, all new members of the CCS School Board shall undergo orientation and training including: (a) discussions with the Head of School, CCS administration and experienced CCS School Board members; (b) review of written materials and attendance at training sessions regarding CCS School Board policies and procedures; and (c) review of this Article VI of the Constitution & Bylaws.

6.8.2 On-Going Training. All CCS School Board members will be required to continue to attend scheduled training sessions and to review assigned training materials upon request by the Head of School and/or as may be required by the accrediting agencies which govern the accreditation of CCS.

6.8.3 Conflicts of Interest Regarding Financial Interests. No member of the CCS School Board shall perform labor or services, or furnish equipment, supplies or other assets to CCS, in exchange for any financial remuneration or compensation without prior notice to, and approval of, the CCS School Board.

6.8.4 Conflicts of Interest Regarding Appeals. No member of the CCS School Board shall participate in the consideration of any appeal in which the CCS School Board member has a familial, personal or financial interest or connection to a party which is involved in the appeal or the subject matter of the appeal.

6.8.5 Participation and Confidentiality. All CCS School Board members must demonstrate dedication to the school and to the work of the Board by acknowledging and responding to communications of the Board as well as attending all meetings of the Board except due to urgent and unavoidable conflicts that arise. All CCS School Board members must use their best efforts to maintain and protect the secrecy and confidentiality of all non-public, proprietary information reviewed, disclosed to and/or discussed by the Board, whether in the context of a meeting of the Board or otherwise, not to disclose such information to any other person or entity, and not to use any such information for his/her own purposes.

6.9 CCS Head of School. The Head of School of CCS shall be the chief executive officer of the school. The CCS School Board empowers the Head of School to make day-to-day decisions regarding the implementation of the policies and programs of the school which reflect the mission, vision, core values and philosophy of the school's education program. All staff members of CCS report to the Head of School or his/her designee in accordance with the discretion of the Head of School or any applicable policies and procedures adopted by the CCS School Board.

6.9.1 Supervisory Authority of CCS School Board; Hiring & Termination. In accordance with Section 2.2 hereof, the Head of School of CCS shall report directly to, and shall be under the authority of, the CCS School Board, in consultation with the Senior Pastor of the Church. The CCS School Board shall have supervisory authority over the Head of School and, in consultation with the Senior Pastor, shall have the authority to hire and to terminate the employment of the Head of School as well as the authority to take any disciplinary action that the Board, in its discretion, deems appropriate. In the event of a vacancy in the office of Senior Pastor, the responsibilities of the Senior Pastor in the preceding sentence shall be carried out by the Church Council. The affirmative vote of two-thirds (2/3) of the members of the CCS School Board present and voting at a duly called regular or special meeting of the Board at which a quorum is present shall be required for the hiring, or for the termination of the employment of, the Head of School for CCS.

6.9.2 Duties of the Head of School. Subject to the supervision of the CCS School Board working in conjunction with the Senior Pastor, the Head of School 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 Head of School shall determine to be necessary or advisable. In the event of a vacancy in the office of Head of School, the hiring of teachers for each of the CCS schools (Elementary, Middle and High School) may be performed by the Principals of each of the respective schools. The Head of School shall develop, implement and maintain appropriate procedures for the periodic review and evaluation of the effectiveness and

performance of all CCS administrative personnel and teaching faculty. The Head of School 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 6.2 hereof.

(b) The Head of School, 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.

(c) The Head of School 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.

(d) The Head of School 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.

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

(f) The Head of School will ensure that the policies and procedures adopted by the CCS School Board are appropriately implemented in order to ensure that the educational, as well as the developmental, needs of the whole child for each admitted student are being met on the basis of biblical principles, professional ethics, and high standards.

(g) The Head of School will submit an annual budget, including anticipated funds and expenses for the operation of all of the school's programs, to the CCS School Board, for approval.

6.9.3 Vacancy in the Position of Head of School; Interim Head of School. In the event of a vacancy in the position of Head of School, the CCS School Board shall have the authority to appoint an interim Head of School, in consultation with the Senior Pastor and the Church Council, if it elects to do so, in its discretion, while an appropriate search is being conducted for a new person to serve as Head of School. Alternatively, the CCS School Board may elect to assign the duties and responsibilities of Head of School to one or more members of the staff of CCS in lieu of appointing an interim Head of School. Upon the beginning of employment of a new Head of School by the CCS School Board all powers, duties, rights, privileges and authority of the Head of School shall be immediately vested in the Head of School and any authority, power, rights, privileges and duties granted to any interim Head of School or any members of the CCS staff will be null, void and of no further force or effect.

6.10 Employment Status of Head of School, Staff and Faculty of CCS. The Head of School of CCS and all teachers, faculty and administrative and managerial staff of CCS shall all be deemed to be employees of CCS, regardless of any common payroll arrangements, practices or policies with the Church or inclusion in employment benefit or other programs for employees of the Church.

6.11 Qualifications and Requirements for Faculty and Staff of CCS. The CCS School Board shall adopt and maintain, and the Head of School shall ensure the implementation of, appropriate qualifications and requirements for all teachers, faculty and staff of CCS which are in keeping with the religious beliefs, doctrines and statements of faith of CCS and the Church as expressed in this Constitution and Bylaws.

ARTICLE VII CHURCH 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 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 CAO, the Committees 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.

7.2 Duties of the Council.

7.2.1 General Duties. 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 relating to those types of items without a specific affirmative vote of the members of the Church authorizing such action.

7.2.2 Duties Regarding the Senior Pastor. The Council will provide appropriate advice, guidance and encouragement to the Senior Pastor in the performance of his duties as the pastor of the Church. In cooperation with the Senior Pastor, the Council will establish mutually agreeable annual key performance measures for the position of the Senior Pastor. The Council will conduct periodic performance reviews and evaluations of the Senior Pastor (at least annually) in writing and shall discuss the evaluations directly with the Senior Pastor. The Council shall place a copy of each annual written performance evaluation in the

Church's Human Resources Department in the Church Office in a manner whereby any Church member may review the evaluation upon request.

Where necessary, the Council will invoke appropriate disciplinary measures regarding the Senior Pastor's performance of his duties and responsibilities to the Church. In the event that matters arise with regard to serious, unresolved deficiencies concerning the Senior Pastor's performance of his duties to the Church or personal or moral failures of the Senior Pastor which lead the Council, in its judgment and discretion, to determine that the Senior Pastor should be removed and terminated from his position as Senior Pastor for the Church, the Council shall have the authority to: (i) negotiate with the Senior Pastor his voluntary resignation as the Senior Pastor of the Church upon such terms and conditions as the Council may determine to be in the best interest of the Church, in its sole discretion, and to cause to be prepared, and to enter into on behalf of the Church such written agreements as may be determined to be necessary or advisable with respect to such resignation (working with the Church's legal counsel); or (ii) failing to procure the voluntary resignation of the Senior Pastor, the Council may recommend to the members of the Church that a special meeting of the members be called for the purpose of terminating the employment of the Senior Pastor in accordance with Section 2.1.6(C) of these Bylaws.

7.2.3 Duties Regarding CAO. The Council will serve as an advisory body to assist the CAO in his role as the chief administrative officer of the Church. The Council will assist the Senior Pastor in establishing mutually agreeable annual key performance measures for the position of the CAO. The Council will assist the Senior Pastor in developing an appropriate job description for the CAO in accordance with Section 2.2.1 hereof, and in developing performance evaluation criteria for the position of CAO.

In the event that matters arise with regard to serious, unresolved deficiencies concerning the CAO's performance of his duties to the Church or personal or moral failures of the CAO which lead the Senior Pastor, in his judgment and discretion and in consultation with the Church Council (*see* Section 2.2.4 hereof), to determine that the CAO should be removed and terminated from his position with the Church, then the Council (working together with the Senior Pastor) shall have the authority to: (i) negotiate with the CAO his voluntary resignation as the CAO of the Church upon such terms and conditions as the Council may determine to be in the best interest of the Church, in its sole discretion, and to cause to be prepared, and to enter into on behalf of the Church such written agreements as may be determined to be necessary or advisable with respect to such resignation (working with the Church's legal counsel); or (ii) failing to procure the voluntary resignation of the CAO, the Senior Pastor, with the advice of the Council, may recommend to the members of the Church that a special meeting of the members be called for the purpose of terminating the employment of the CAO.

In the event of a vacancy in the office of CAO, the Council will consult with the Senior Pastor regarding an appropriate search for a person meeting the qualifications set forth in Section 2.2.2 of these Bylaws, to be recommended to the members of the Church for the filling of that vacancy.

7.2.4 Duties Upon a Vacancy in the Office of Senior Pastor and/or CAO. In the event of a vacancy in the offices of the Senior Pastor and/or the CAO:

(a) The Council shall have the authority to assume the duties and responsibilities of the position for which a vacancy exists, for as long as the vacancy shall continue to exist (until the vacancy has been filled).

(b) The Council may, in its discretion, delegate any of the duties and responsibilities of the positions of Senior Pastor and/or CAO, as applicable, to Ministerial Staff Members or other full-time employees of the Church.

Upon the filling of the position of Senior Pastor or CAO for which a vacancy had existed, the duties and responsibilities of that position shall be reassumed by the person holding that position and the Council shall have no further authority to assume the duties and responsibilities associated with that position.

7.2.5 Duties Regarding the Nominating Committee. The Council shall, on or before the Annual Meeting of members, select and present to the Church its nominations for filling vacancies on the Nominating Committee, and shall, after consulting with the returning members of the Nominating Committee, also select and present to the members its nomination for Chair of the Nominating Committee for approval by the members at the Annual Meeting.

7.2.6 Duties Regarding Concord Christian School. As described in Section 6.6.2 hereof, the Council shall work with the CCS School Board with regard to (i) the selection of qualified nominees to be presented to the members of the Church by the Council at the Annual Meeting of the members for election to the C-E Board Member positions, (ii) regarding the selection of qualified nominees for Outside Board Member positions to be elected by the CCS School Board, and (iii) and with regard to the filling of any vacancies of C-E Board Member positions of the Board, all in accordance with Section 6.6 hereof.

7.3 Number, Designation & Qualifications of Council Members. Members of the Church Council shall be referred to as “*Council Members*.” All Council Members shall be at least twenty-one (21) years of age, and must have been members of the Church for at least two (2) years, must be in good standing, must meet the requirements of Section 5.1.2 of these Bylaws, and may not be an employee of the Church. Council Members should be persons with a deep spiritual commitment to Christ and the Church. The Council shall consist of nine (9) 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, the Chairman of the Deacons, the Chair of the Trustee Committee, the Chair of the Personnel Committee, the Chair of the Stewardship Committee, the Chair of the Nominating Committee and the Chair of the Missions Committee, plus three (3) at-large Council Members to be elected on a rotating basis (the “*At-Large Council Members*”). Notwithstanding any other provision of these Bylaws, in the event of one or more vacancies in any Council Member position at any time, the actions of the remaining Council Members shall be valid, in all respects.

7.4 Term of Council Members; Nominations. The Moderator and the Chairs listed in Section 7.3 hereof, shall continue to serve as Council Members throughout the term of their service in the positions of Moderator or Chair of the respective body/committee 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. Each of the At-Large Council Members shall serve a three-year term. The At-Large Council Members shall serve on a three-year rotation system with one of the three At-Large Council Members rotating off and with a new person elected by the members of the Church to fill that position each year. After serving a term of three (3) years, or more than one (1) year of an unexpired term, no At-Large Council Member shall be eligible to serve another At-Large term on the Church Council until the lapse of at least one (1) year. At least one At-Large Council Member serving on the Council at any time must be a female. Nominations for the At-Large Council Positions shall be made by the Nominating Committee (*see* Section 5.3.2(f)).

7.5 Chair of Council; Ex-Officio Members. The Moderator shall serve as Chairman of the Council, and the Chairman of the Deacons shall serve as the Vice Chairman of the Council. In the event of the absence of the Moderator (or a vacancy in the office of Moderator) then the Vice Chairman shall serve as the Chairman of the meeting of the Council. In the absence of both the Moderator (as Chairman) and the Chairman of the Deacons (as Vice Chairman), the Council shall elect a temporary chair (Chair Pro Tem) to serve as the chair of meeting of the Council. The Senior Pastor and the CAO shall be *ex officio*, non-voting members of the Council. In the event that a vacancy exists with respect to the position of CAO 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.

7.6 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, provided that the Council shall meet at least quarterly.

7.7 Special Meetings. Special meetings of the Council may be called by the Moderator, the CAO, 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 7.8 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.

7.8 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 7.7, 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.

7.9 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.

7.10 Quorum and Voting. A quorum of the Council consists of a majority of the Council Members then in office, not including any vacancies in any Council member positions. 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.

7.11 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 7.12 hereof, or for any other reason, such vacancy shall be filled as follows:

(a) In the event of a vacancy in the positions of (i) the Moderator or the Treasurer, (ii) any of the Chairs of the Trustee Committee, the Personnel Committee, the Stewardship Committee, the Nominating Committee and/or the Missions Committee, and/or (iii) any of the At-Large Council Members, then the vacancy shall be filled by the Church membership at any regular business meeting or a special business meeting called for that purpose following the nomination of a candidate to fill the respective vacancy by the Nominating Committee in accordance with the provisions of Sections 5.3.2 and 8.2 of these Bylaws. The new Council Member elected to fill the vacancy will serve for the remaining unexpired term of the predecessor in office.

(b) In the event of a vacancy in the position of the Chairman of the Deacons, then that vacancy shall be filled by the election of a new Chairman of the Deacons in accordance with the provisions of Section 3.3.1 of the Bylaws and the provisions of the then-current Deacon Handbook.

7.12 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.

7.13 Compensation. The Council Members shall serve without compensation.

7.14 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 written consent (or signature page to the written consent) as executed

by him/her to the Moderator and/or the Church's legal counsel 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); 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 at least twenty-one (21) years of age, must have been members of the Church for at least three (3) years, must be in good standing, must meet the requirements of Section 5.1.2 of these Bylaws, 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 Committee 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 at any such meeting of the members. 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 three (3) years 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 after serving a term of office until such person has remained out of office for at least one (1) year, after which time 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 CAO, 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 these 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 work with the Chief Administrative Officer of the Church and the Chairman of the Trustee Committee (*see Sections 2.2.1(f) and 5.3.5(k)* hereof) to execute and deliver in the name and on behalf of the Church, any contracts or instruments of any kind or character authorized by the members or the Church Council. The Moderator shall be an *ex officio*, non-voting member of all the standing committees of the Church (*see Section 5.2.2*).

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, consistently applied, and the Church's approved budgets. The Treasurer shall collaborate with the Stewardship Committee in the development of budgets, monitoring receipts and disbursements, and accurate and timely reporting of financial results. 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. In concert with the Deacon body (*see Sections 1.7, and 1.8*), 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, 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 of Officers & Council Members.

9.3.1 Indemnification Obligation in General. 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 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 investigation, defense, settlement or appeal 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 or 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.

9.3.2 Church's Right to Control Defense. If an officer or Council Member of the Church is made a party to a claim against the Church by reason of the fact that he or she was an agent of the Church, or on the basis of a substantially similar claim in which the interests of the indemnitee and the Church are not in conflict, the Church shall have the right to undertake the investigation, defense, settlement and appeal of such claims at the Church's sole expense and liability.

9.3.3 Advancement of Expenses for Defense. An officer or Council Member of the Church shall be entitled to the advancement of reasonable expenses, including attorneys' fees, prior to a final adjudication or determination of his or her right to indemnification pursuant to the preceding Section 9.3.1, if and to the extent:

- (i) The indemnitee is a party, or threatened to be made a party, to a third-party claim described in Section 9.3.2 and the Church declines to undertake the full defense of the claim;
- (ii) Such advancement is permitted by any applicable policy of insurance held by the Church; or
- (iii) Such advancement is determined by the Church Council to be in the best interests of the Church, including the Church's interest in defending or settling a disputed matter.

In any case, the Church may impose conditions upon any such advancement, in its sole and absolute discretion, including: (i) a condition that the person requesting an advancement repay such amounts advanced to the extent that it is ultimately determined that such person is not entitled to indemnification; (ii) oversight over the types and amounts of expenses to be advanced; and (iii) provisions for the common defense or settlement of any third-party claim against the Church that the Church may undertake at its own expense on the collective behalf of the Church and one or more potentially indemnified persons.

9.4 Immunity of Officers & Council Members. 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 T.C.A. 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 person or entity appointed to serve as the registered agent by action of the Church Council from time to time, and the 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 for the Church.

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. The three types of business meetings of the members are described in Sections 11.2, 11.3 and 11.4 hereof, and are conducted pursuant to Sections 11.5 and 11.6.

11.2 Regular Business Meetings. Regular Church business meetings shall be held in accordance with a schedule determined by the Senior Pastor, the CAO, the Moderator, and the Chairman of Deacons, but no less often than quarterly. The Senior Pastor, the CAO and/or the Moderator shall have the discretion to identify and/or modify the specific business meeting dates, but shall cooperate and work with one another in determining and/or changing any of the business meeting dates. 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 seven (7) days prior to the business meeting through the use of the Church's various tools of information dissemination, such as the Church website, 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. Each business meeting shall be conducted in one assembly, regardless of the number of campus sites operated by the Church.

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 CAO, the Church Council, or upon written request of a simple majority of the then-currently serving Deacon body.

11.4 Annual Meeting of Members. The Annual Meeting of the members of the Church shall be held as a part of the regularly scheduled business meetings as described in Section 11.2. The Annual Meeting shall be held after the close of the Church's fiscal year on June 30th of each year (*see* Section 12.6) and shall be held prior to the beginning of the Church Year on October 1st 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 Committees, the At-Large Members of the Church Council, and the Chairs for each Permanent Standing Committee, 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 one hundred (100) 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 who meets the requirements of Section 1.5.1 of these Bylaws and who is 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 CAO 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 one or more parliamentarians having the requisite parliamentary knowledge and skills necessary to properly 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 Council, from time to time.

ARTICLE XII CHURCH FINANCES

12.1 Submission of Annual Budget. The Stewardship Committee, after due consultation with the Senior Pastor, CAO, Treasurer, Ministerial Staff Members, Program Directors and other Administrative Staff and the Standing Committees of the Church as provided in Section 5.3.4(a) of these Bylaws, 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. Copies of the consolidated annual operating budget, in sufficient detail to inform the membership reasonably about the programs and activities of the Church 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. The comprehensive budget shall cover all campus sites and programs, except Ancillary Programs (*see Section 5.3.4(a)*).

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 approved by the Church Council upon receipt of the recommendation of the CAO. The CAO, Treasurer and accounting staff shall work and cooperate with the Church's auditors, and shall ensure the conduct of the annual audit. Upon rendering the annual audit report at the end of each fiscal year, and its acceptance and approval by the CAO and the Treasurer, the CAO shall ensure that the Church 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 and that the annual audited financial statements are accessible to the members of the Church.

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 Committee
- (c) Three (3) Church employees who shall be designated from time to time by the Stewardship Committee and who shall be authorized by resolution of the Church Council, in their discretion, or by the Church members.

The Director of Accounting and Finance, under the direction of the CAO, 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 Committee. All persons authorized to sign checks, authorize disbursements and/or who have access to the funds of the Church shall be bonded or otherwise insured. 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 Committee, etc.) shall be in accordance with procedures established by the Stewardship Committee, 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 Committee may select, in its discretion, subject to the authority of the members to direct the Stewardship Committee 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 July 1st and end on June 30th of the ensuing year or shall be established for such other period of time as may be adopted by the members or the Church Council, 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 seventy-five percent (75%) 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 CAO, 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 CAO 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.