

Mount Olive Baptist Church

Centreville, VA



Constitution & Bylaws

Reverend Dr. Eugene Johnson
Senior Pastor

August 31, 2022



Constitution and Bylaws

of

Mount Olive Baptist Church Inc.

6600 Old Centreville Road
Centreville, Virginia 20121

Reverend Dr. Eugene Johnson
Senior Pastor

August 31, 2022

I. Articles of Incorporation

II. Constitution

III. Bylaws



Articles of Incorporation
of the
Mount Olive Baptist Church
Centreville, Virginia

**ARTICLES OF INCORPORATION
OF
MOUNT OLIVE BAPTIST CHURCH**

1. **Name, Place of Worship and Purposes.** The name of the church corporation is **Mount Olive Baptist Church, Centreville, VA** hereinafter referred to as "the Church". The principal place of worship of the Church shall initially be located at **6600 Old Centreville Road, Centreville, VA 20121** and may be changed from time to time by the Board of Directors.

The Church is organized and shall be operated exclusively as a nonprofit Church, for the religious, charitable and educational purposes stated herein including but not limited to licensing, commissioning, ordaining and overseeing ministers of the gospel, worship, evangelism, missions, ministry to the poor and needy, Christian education, discipleship and fellowship according to Biblical principles and is as an organization exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute of similar import. The Church is not organized for profit and it is not authorized to issue capital stock but may do any and all lawful acts that may be necessary or useful for the furtherance of its purposes.

2. **Registered Agent and Office.** The name of the initial registered agent of the Church is Showers and Associates PC, a Virginia Corporation. The address of the initial registered office, which is the same address as for the registered agent, shall be 305 Harrison Street SE, Third Floor, Leesburg, Loudoun County, VA 20175.
3. **Principal Office.** The principal office of the Church shall be **6600 Old Centreville Road, Centreville, VA 20121** and may be changed from time to time by the Board of Directors.
4. **Members.** The Church will have members, but the membership prerequisites, classes, duties, privileges, voting rights, admission, dismissal and discipline shall be provided for in the Bylaws of the Church according to the Code of Virginia.
5. **Directors.** The initial Directors of the Church are as follows:

Eugene Johnson, 5516 Newhall Ct, Centreville, VA, 20120-2088
 Rubin Cuffee, 10855 Justabout Farms Lane, Nokesville, VA 20181
 Alfred A. Schenck, 5730 Triplett Drive, Centreville, VA, 20120-2808
 Anthony E. Crosby, 8437 Summer Breeze Place, Manassas, VA, 20112-2754
 John Phillips, 7330 Laurel Creek Court, Springfield, VA 22150
 Dianne Wimbish, 10107 Statesboro Court, Manassas, VA, 20109-3751
 Earvin Mastin, 9318 Eagle Court, Manassas Park, VA 20111-3048

The Board of Directors shall nominate and the members shall elect directors by a majority of the votes cast at a duly held meeting, according to the Bylaws and the Code of Virginia. Duties, responsibilities and provisions for removal of the directors of the Church shall be established pursuant to the Bylaws.

6. **Provisions for distribution of assets.** The period of duration of the Church is perpetual. However, upon dissolution or winding up of the Church, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Church shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Church is then located.

7. **Tax-Exempt Provisions.** The Church is organized exclusively for charitable, educational, and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Church shall expand or circumscribe its powers and activities as may be necessary to enable it to continue to qualify as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Church's religious, charitable or educational purposes, or if it would require serving a private as opposed to a public interest.

8. **Tax-Exempt Restrictions.** No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Church and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Church shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

9. **Limitation of Liability and Indemnification.** To the fullest extent permitted by Virginia law, as now in effect or as may hereafter be amended, no Member, Volunteer, Employee, Director or Officer of the Church shall be personally liable for damages in any proceeding brought by or in the right of the Church, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been a Member, Volunteer, Employee, Officer or Director of the Church, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Internal Revenue Code or Virginia law for indemnification by non-profit corporations and churches.

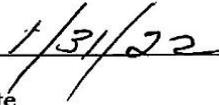
10. **Amendments.** Amendments to these Articles will be in accordance with the Code of Virginia, including, but not limited to, the provisions where the members or Board of Directors will propose the amendment(s), and after at least thirty (30) days written notice to all Church members, approval by the members will require three-fourths (3/4) or more of all the votes cast for the Amendment(s) at a duly held meeting.

[INTENTIONALLY LEFT BLANK]

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



 Showers and Associates, PC
 H. Robert Showers, Esq.
 Managing Owner



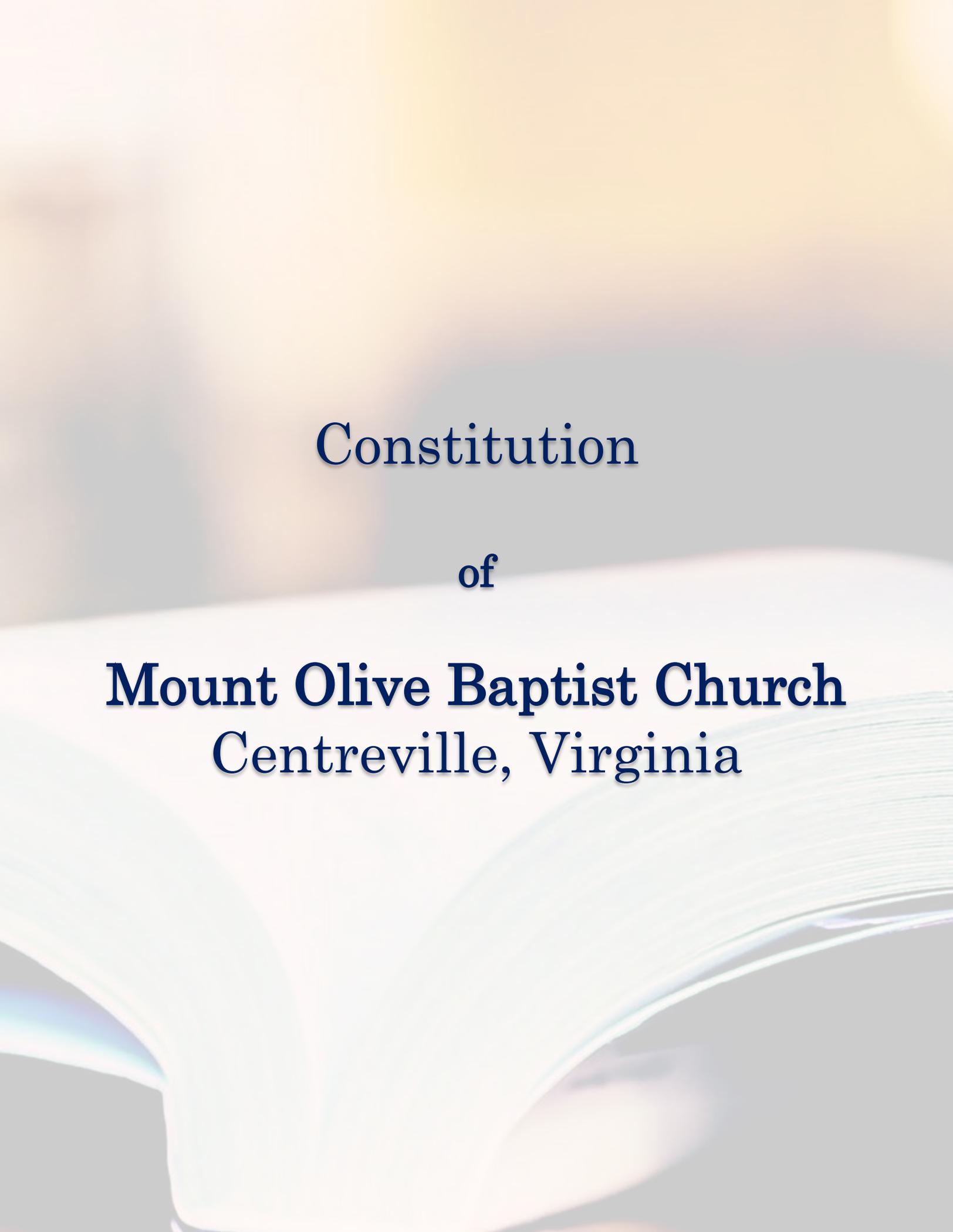
 Date



 H. Robert Showers, Esq., Incorporator
 Simms Showers, LLP
 305 Harrison Street SE, Third Floor
 Leesburg, VA 20175
 (703) 771-4671 (phone)
 (703) 771-4681 (fax)



 Date



Constitution

of

Mount Olive Baptist Church
Centreville, Virginia

MOUNT OLIVE BAPTIST CHURCH CONSTITUTION

Preamble..... 11

Article I: Name and Purpose 11

 Section A..... 11

 Section B 11

 Section C - What We Are About 11

Article II: What We Believe 11

Article III: Member’s Church Covenant 13

Article IV: Ordination and Licensing..... 14

 Section A..... 14

 Section B 14

 Section C - Qualifications..... 14

 Section D - Ordination Procedure 14

Article V: Amendments to the Constitution 15

Preamble

We the members of the Mount Olive Baptist Church, Centreville, Virginia, in order to promote the interest of the Redeemer's kingdom, promote the cause of Christian Education and Christian Missions, stimulate an interest in all Baptist denominational enterprises; and to advance the Kingdom of Christ, for social, intellectual, moral, spiritual improvement, do hereby adopt the following Constitution.

Article I: Name and Purpose

Section A

This organization shall be composed of scripturally baptized believers in Jesus Christ, shall be known as the Mount Olive Baptist Church of Centreville, Virginia.

Section B

Its objective shall be to carry out the principles set forth in the preamble and the New Testament teachings.

Section C - What We Are About

1. **Fulfilling the Will of God by Making Disciples:** We develop individuals to become instruments in God's Hand through Evangelizing, Preaching, Teaching, and Baptizing.
2. **Maturing Spiritually:** Every disciple of Christ should mature into the knowledge and understanding of God and His Will by praying,

studying, fellowshiping, and worshipping.

3. **Ministering to Others:** The Church is commissioned to seek out and help the least and needy through caring, giving, serving, and sharing.

Article II: What We Believe

1. **The Godhead:** We believe that the Godhead eternally exists in three person - the Father, the Son, and the Holy Spirit - and these three are one God, having precisely the same nature, attributes, perfections, and worthy of precisely the same homage, confidence, and obedience. (Matthew 28:19 and Colossians 2:9)
2. **Jesus Christ:** We believe that Jesus Christ is the only begotten Son of God the Father, who was brought into the world by Immaculate Conception; that His life on earth was lived to be an example to all believers and evidence to a dying world that He Himself is God the Son; and that He was crucified, buried and is the risen Savior of the world and Lord of all. (Acts 15:11; 1 Timothy 1:15; Philippians 2:10-11)
3. **Holy Spirit:** We believe that the Holy Spirit indwells and empowers every believer to be a witness of God's love and grace extended to all. (John 14:16-17,26; Luke 11:13; Acts 1:8)
4. **The Scriptures:** We believe that all "Scripture is given by inspiration of

God," by which we understand the whole Bible is inspired in the sense that holy men of God "were moved by the Holy Spirit to write the very words of Scripture". (2 Timothy 3:16-17)

5. **Salvation:** We believe no one can enter the kingdom of God unless they are born again through faith in Christ. It is a privilege given to all believers as revealed in the Scriptures and is not founded upon any fancied discovery of their own worthiness or fitness, but wholly upon the grace of God. (Ephesians 2:5; 8-10; John 3:16)
6. **Water Baptism by Immersion:** We believe that Christian baptism is the immersion in water of a believer, into the name of the Father, and Son, and Holy Ghost; to show forth in a solemn and beautiful emblem, our faith in the crucified, buried, and risen Savior, with its effect, in our death to sin and resurrection to a new life; that it is prerequisite to the privileges of a Church relation. (Matthew 3:5-6; 28: 19-20; Acts 2:38; Romans 6:4)
7. **The Lord's Supper:** We believe that the Lord's Supper, in which the members of the Church, by the sacred use of bread and wine, are to commemorate together the dying love of Christ, preceded always by solemn self-examination. (1 Corinthians 11:23-34)
8. **Gospel Church:** We believe that a visible Church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the Gospel; observing the ordinances of Christ; governed by his laws; and exercising the gifts, rights, and privileges invested in them by His Word; that its only scriptural officers are Bishops or Pastors, and Deacons whose qualifications, claim and duties are defined in the Epistles to Timothy and Titus. (Acts 2:41-42)
9. **Worship:** We believe that worship is sacred and that it embodies the praises of his people as they glorify His name in the beauty of holiness; glorifying is exemplified both in times of corporate gatherings and in every circumstance of believer's life; and that obedience and service to God also constitutes worship, reflecting true love for God. (Psalm 22:3; Psalm 29:2; John 4:24)
10. **Spiritual Gifts:** We believe that Spiritual Gifts are given to every believer by the Holy Spirit according to God's design and grace for the common good of the body of Christ. (Ephesians 4:1; 4-7; 11-13; 1 Corinthians 12:4-12; Romans 12:4-8)
11. **Marriage and Sexuality:** We believe that God ordained marriage between one man and one woman. (Genesis 2:24). God designed sexual intimacy for a marriage relationship and does not endorse or condone it in any other context. Sex outside of a marriage relationship is sinful and dishonors God (Genesis 1:27, 2:24; 1

Thessalonians 4:3-8; Hebrews 13:4; Romans 1:18-32; 1 Corinthians 6:9-20). Sexual sin is not, however, unforgivable sin and the same redemption through Christ, available to all sinners, is available to those committing sexual sin. Additionally, temptation, including sexual attractions, is not sin. Sin is yielding to temptation in thought, word, or deed.

Due to the effects of sin and human brokenness in this world, one's experience of their sex and gender is not always as God originally designed. It is our desire to come alongside as a loving and accepting community supporting anyone experiencing a gender identity discordant with their birth sex. However, recognizing that our sex as male and female is designed and ordered by God, we do not agree with any attempt to alter one's birth sex through medical intervention on the basis that it dishonors God's design (Genesis 1:27; Genesis 2:18-22; Romans 12:1-2).

12. Youth: We believe that children and youth play a vital role in building God's kingdom. (Mark 10:14; 1 Timothy 4:12)

13. The Future of Believers: We believe that the next great event in the fulfillment of prophecy will be the coming of the Lord in the air to receive unto Himself both the saints who have fallen asleep in Jesus and the ones who are alive and remain

unto His coming. (1 Thessalonians 4:13-18)

Article III: Member's Church Covenant

Having been led as we believe by the Spirit of God to receive the Lord Jesus Christ as our Lord and 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 and this assembly most solemnly and joyfully enter into covenant with one another as one body in Christ.

We agree, therefore, by the aid of the Holy Spirit to walk together in Christian love;

To strive for the advancement of this Church in knowledge, holiness, and comfort;

To promote its prosperity and spirituality; to sustain its worship, ordinances, doctrines, and discipline;

To contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spread of the gospel through all nations.

We also engage to maintain family and personal devotions, to religiously educate our children, and to seek the salvation of our kindred and acquaintances.

To walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment.

To avoid all tattling, backbiting, and excessive anger.

To use our influence to combat the abuse of drugs and alcohol and the spread of pornography and other practices which lead to moral and spiritual decay.

And to be zealous in our efforts to advance the kingdom of our Savior.

We further engage to watch over one another in brotherly love.

To remember one another in prayer, to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and Christian 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 agree that when we remove from this place, we will, as soon as possible, unite with some other Church where we can carry out the spirit of this covenant and the principles of God's Word.

We moreover agree to have read and abide by the governing documents (Articles, Constitution and Bylaws) and submit to our spiritual authority.

Article IV: Ordination and Licensing

Section A

Any member who is in the judgment of the Church gives evidence, by his/her piety, zeal, and aptness to teach, that he is called of God to the work of the ministry after having preached in the herein of the Church, may be licensed to preach the gospel of Jesus Christ, provided three-fourths (3/4) of the members present at any regular meeting shall agree thereto.

Section B

If the Senior Pastor decides that one of its licensed preachers possesses the scriptural qualifications for full ordination, it shall call a council of ministers to examine the qualifications of its candidate, to which council the property of ordaining shall be wholly referred.

Section C - Qualifications

Any licensed minister of the Gospel who has demonstrated faithful and committed service to the work of the ministry and has shown evidence of biblical and ministerial knowledge may be considered as a candidate for ordination. Said individual must be an active member of the Church.

Section D - Ordination Procedure

1. Upon recommendation of the Senior Pastor and the majority vote of the Church at one of its regular Church

meetings, an ordination council shall be called to examine the qualifications of its candidate for ordination.

2. The ordination council shall consist of ordained ministers of like faith invited by the Senior Pastor to participate in the examination of the candidate.
3. The council will examine the candidate with respect to his/her knowledge and defense of the faith. Such examination shall determine whether the candidate qualifies to be recommended by the council for ordination.
4. If the candidate is recommended for ordination by the council and the Church by three-fourths (3/4) vote of members present and voting at a duly called meeting adopts same, the

Senior Pastor shall arrange for an ordination service to publicly set apart and ordain the candidate to the work of the ministry.

Article V: Amendments to the Constitution

The Constitution may be amended upon the Board of Directors' recommendation at any duly called Member meeting provided that written notice setting forth the exact wording of such proposed amendment(s) has been delivered to all members at least thirty (30) days prior to the member meeting at which they will be considered. An affirmative vote of three-fourths (3/4) of the members present and voting shall be necessary to adopt any amendment(s) to this Constitution.

MOUNT OLIVE BAPTIST CHURCH Bylaws

Article I: Membership..... 20

Section A - Qualifications for membership 20

Section B - Types of Membership and Watchcare..... 20

Section C - Reception of Members from Other Churches 21

Section D - Expectations of Members..... 21

Section E - Voting by Members..... 21

Section F - Termination of Membership 21

Section G - Church Discipline and Restoration 22

Article II: Member Meetings 23

Section A - Annual Meetings and Special Meetings..... 23

Section B - Notice 23

Section C - Waiver of Notice..... 23

Section D - Conduct of Meetings 24

Section E - Member Meetings by Virtual Conference, Email, or Mail in
Emergency..... 24

Section F- Parliamentary Authority 24

Article III: Board of Directors..... 24

Section A - Number and Composition..... 24

Section B - Qualifications 25

Section C - Term of Office..... 25

Section D - Resignation and Removal of Director by Board..... 25

Section E - Duties and Responsibilities of the Board 25

Section F - Loans to Directors and Officers Prohibited 26

Section G - No Compensation for Being Directors..... 26

Section H - Transactions with Interested Parties..... 26

Section I - Conflicts of Interest Policy 27

Article IV: Meetings of the Board of Directors 27

 Section A - Regular Board Meetings 27

 Section B - Special Board Meetings 27

 Section C - Waiver of Notice..... 27

 Section D - Quorum and Voting 27

 Section E - Action Without a Meeting..... 28

 Section F - Participation by Conference Telephone or Other
 Communications Equipment 28

 Section G - Minutes..... 28

Article V: Officers..... 28

 Section A - Officers 28

 Section B - Qualifications, Duties, Call, and Dismissal of Officers 29

 Section C - Selection and Call of the Senior Pastor 30

 Section D - Dismissal 31

 Section E - Clerk 31

 Section F - Treasurer 32

 Section G - Records 32

Article VI: Administration and Advisory Committees/Boards 32

 Section A - Administration 32

 Section B - Church Staff..... 32

 Section C - Committees 33

 Section D - Ministries and Auxiliaries 33

 Section E - Development of the Church Policy and Procedures Manual .. 33

Article VII: Biblical Dispute Resolution..... 33

Article VIII – Deacon and Deacons 34

 Section A - Deacons 34

 Section B - Deaconesses..... 35

Article IX: Indemnification 35

Article X: Fiscal and Accountability Matters 36

 Section A - Fiscal Year 36

 Section B - Contracts 36

 Section C - Endowments 36

 Section D - Deposits 36

 Section E - Payment Methods (Checks and credit cards)..... 36

 Section F - Budget and Audit 37

 Section G - Partnerships, Joint Ventures and Creation of Other Legal
 Entities 37

 Section H - Purchase or Sale of Property and Borrowing 37

 Section I - Gifts and Contributions 37

 Section J - Designated Contributions 37

 Section K - Benevolence Fund 38

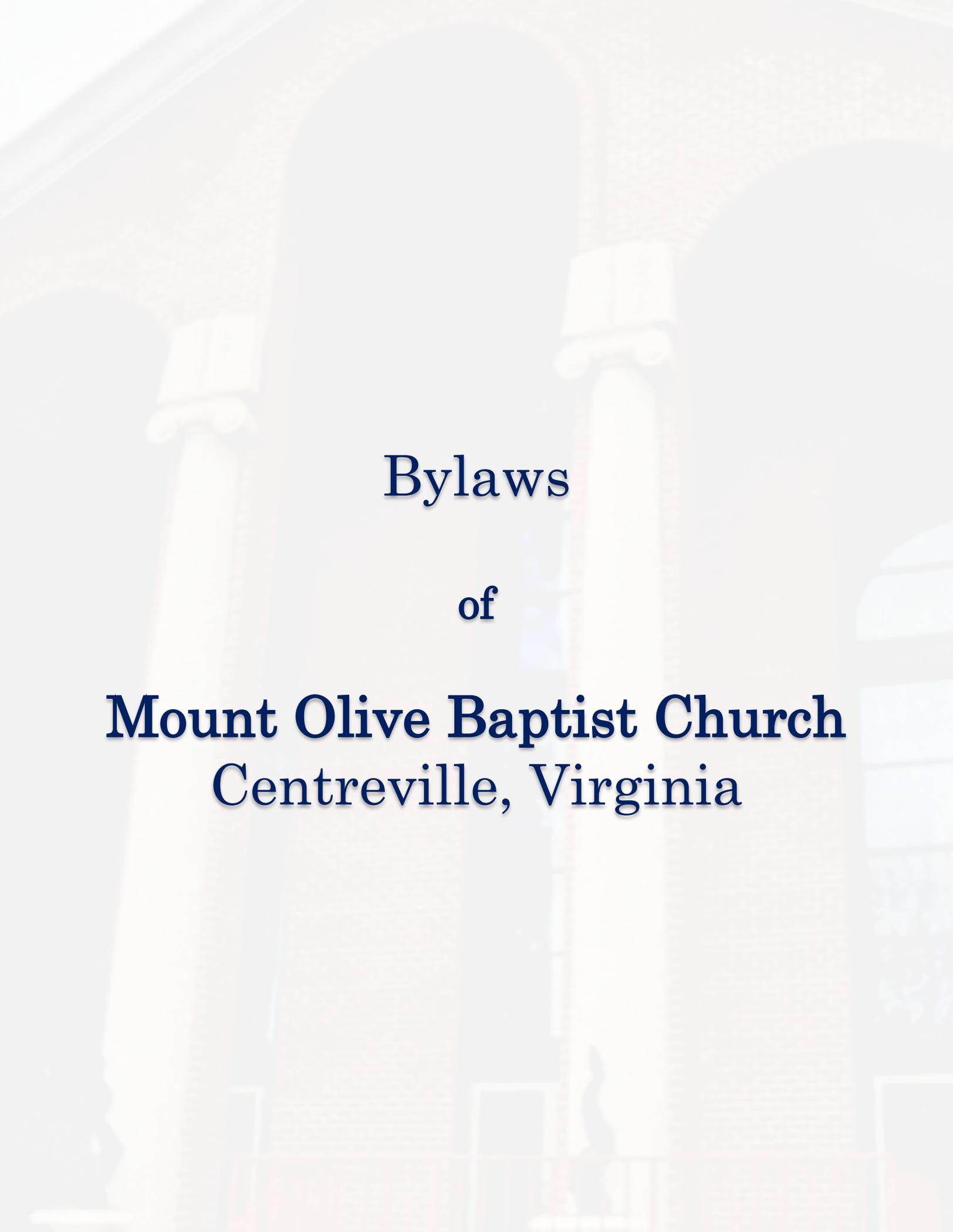
 Section L - Budget 38

Article XI: Emergency Powers and Bylaws..... 38

Article XII: Dissolution..... 39

Article XIII: Amendments to Bylaws 39

Certification 40



Bylaws

of

Mount Olive Baptist Church
Centreville, Virginia

Article I: Membership

Section A - Qualifications for membership

A person shall meet the following qualifications in order to become a Member of the Church:

1. A person shall believe in and accept Jesus Christ as Savior and Lord (Luke 13:3, Acts 16:31, John 3:36), and then shall have been scripturally baptized by immersion according to the New Testament (Matthew 3:13-16, Matthew 28:18, 19; Acts 8:26- 39).
2. A person shall have attended the Membership Class and agreed to the Membership Agreement.
3. "Person" as used herein refers to a legal adult. Minor children of Members are deemed to be "members" of the Church family; however, only persons 18 years of age or older who meet the aforesaid qualifications may be Members of the Corporation ("*Members*") with its associated voting rights.

Section B - Types of Membership and Watchcare

There shall be two (2) types of membership recognized by the Church and Watchcare:

1. **Active Members:** All those individuals who meet the above qualifications for membership and who regularly attend, contribute, and participate in the Church shall be

considered Active Members (also referred to in these Bylaws as "Church Members"). Church Members in good standing shall have full voting privileges and may be eligible for leadership positions within the Church. Church Members unable to regularly participate due to work assignments (including military service), medical condition, or educational pursuits shall be considered Church Members while one of the above exceptions exists. Church members "in good standing" are those members who are not under Church discipline, or who have been designated as inactive, as defined below.

2. **Inactive Members:** Those Church Members who evidence lack of interest in the Church through inadequate attendance, participation, or contribution for the previous twelve (12) months may be designated an Inactive Member. Inactive Members shall have no voting privileges and shall be ineligible for lay leadership positions. In accordance with the Inactive Member's Policy, the Senior Pastor, his/her designee, and/or the Deacons shall attempt to contact each Inactive Member and seek to restore them to active fellowship. After an additional 90 days, if no interest in restoration is shown, the individual may be removed from the membership rolls by the Senior Pastor and the Deacons. An Inactive Member may be restored to Active Membership by approval of the

Senior Pastor and the Deacons in accordance with the Membership Restoration Policy.

3. **Watchcare:** An individual who desires fellowship with the Church but does not want to relinquish his/her membership in his/her former Church may be received under Watchcare. Watchcare members shall enjoy the same privileges and responsibilities as Church Members except that they shall not be able to vote on matters brought before the Church Members or hold a lay leadership position within the Church. Upon relinquishing membership in their former Church and meeting the qualifications for membership, Watchcare members may become active Church Members with full privileges

Absent termination of membership under Bylaws provision on Church discipline herein, any person who was a member of Mount Olive Baptist Church as of the date the Bylaws, Constitution and the Membership Covenant were amended will be deemed to remain a member upon signing the Church Member Covenant subject to the Bylaws and Constitution.

Section C - Reception of Members from Other Churches

Any person who satisfies the qualifications for membership set forth in Section A above shall be received as a Member.

Section D - Expectations of Members

Each Member is expected to regularly attend the worship services of the Church, to give of his or her time, talents, and treasure.

Section E - Voting by Members

Members in good standing have the privilege to vote on the following:

1. electing or removing Directors three-fourths (3/4) majority;
2. the call or removal of the senior pastor three-fourths (3/4) majority;
3. merger, dissolution, or disposition of all, or substantially all, of the church assets three-fourths (3/4) majority;
4. approval of the annual budget or any changes of 10% or greater; or
5. any other event or decision designated by the Board.

All votes require simple majority approval by the members present and voting unless provided otherwise in the Articles of Incorporation or these Bylaws. The Board may establish procedures for absentee voting. Voting by proxy is prohibited.

Section F - Termination of Membership

The Church may terminate a Member's membership as follows:

1. Resignation by the Member. Any Member may resign or withdraw

from active fellowship with the Church, and upon such resignation or withdrawal, the Member shall be removed from the Church membership roll.

2. Termination by the Church. Upon recommendation of the Senior Pastor, followed by the affirmative vote of a majority of the Directors, and without any further Church action, a Member's membership may be terminated when:

- a. necessary at the conclusion of Church Discipline described in Section F. below, or
- b. the Member neglects to attend services for a period of one (1) year, unless the attendance is due to a cause beyond his/her control. As used herein "the affirmative vote of a majority of the Directors" means the majority of those Directors present and voting, provided there is a quorum.

Section G - Church Discipline and Restoration

Any member whose habitual misconduct or false teaching by which the name of our Lord Jesus Christ may be dishonored and so opposing the welfare of the Church will be subject to the admonition of the pastors and the discipline of the Church according to the instructions of our Lord in the example of Scripture, including but not limited to Matthew 18:15-17. Church discipline, then, should only be contemplated after private

admonition has failed. Upon a determination by the Board after conducting a hearing with due written notice to the accused of the hearing and charges, and at least three-fourths (3/4) of the Board concluding that a member's life and conduct are not in accordance with the Membership Agreement, the teaching of the Bible, or conduct becoming a disciple of Christ, then that member will be subject to Church discipline including but not limited to terminating his/her membership. Upon terminating a member for Church discipline, the rest of the Members may be notified. The purpose of such discipline should be:

1. For the repentance, reconciliation, and spiritual growth of the individual disciplined (see Proverbs 15:5 and 29:15; I Corinthians 4:14; Ephesians 6:4; I Timothy 3:4-5; Hebrews 12:1-11; Psalm 119:115 and 141:5; Proverbs 17:10, 25:12 and 27:5; Ecclesiastes 7:5; Matthew 7:26-27 and 18:15-17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1-5; 2 Thessalonians 3:6 and 14-15; I Timothy 1:20; Titus 1:13-14; James 1:22).
2. For the instruction in righteousness and good of other Christians, as an example to them (Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11 and 15:33; Colossians 3:16; 1 Thessalonians 5:14; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24-25).
3. For the good of our corporate witness to non-Christians (Proverbs 28:7;

Matthew 5:13-16; John 13:35; Acts 5:10-14; Ephesians 5:11; I Timothy 3:7; II Peter 2:2; I John 3:10); and all such Church disciplinary proceedings shall be guided by a spirit of prayer, mingling Christian kindness, forbearance, and holy firmness under the guidance of the Holy Spirit.

A member dismissed by the Church may be restored according to the spirit of 2 Corinthians 2:7-8 upon recommendation of the Board based on a determination by the Board that the dismissed member has repented and his/her present lifestyle is in accordance with the Members Covenant and upon a three-fourths (3/4) vote of the Board and notice to the Church members.

Article II: Member Meetings

Section A - Annual Meetings and Special Meetings

There shall be one Annual Meeting of the Members each year. The Annual Meeting shall be held at the principal office of the Church or such other location as the Directors see fit, at a date and time established by agreement of a majority of the number of then-serving Directors. Special/Emergency Meetings may be called by the Senior Pastor or a majority of the Directors.

Section B - Notice

Whenever an action for which Member approval is required is to be presented at a meeting of the Members, notice shall be

given to Members not less than ten (10) days prior to the meeting at which the action shall be taken; except that notice of a Members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets otherwise than in the usual and regular course of business, or the dissolution of the corporation shall be given not less than twenty-five (25) days before the meeting date. Notice may be given in any one or more of the following manners:

1. Written notice of the meeting will be made available at the Church;
2. Written notice sent by United States mail to the address of record for each Member on the membership roll;
3. Written notice sent by electronic transmission to an electronic mail address of record for each Member on the membership roll; and/or
4. Any other means permitted by law.

Section C - Waiver of Notice

A Member may waive any notice required by these Bylaws or the Act, before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing and be signed by the Member entitled to the notice. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting or objects to

consideration of a particular matter when it is presented.

Section D - Conduct of Meetings

1. Quorum - Provided all provisions for notification have been met, those members present shall constitute a quorum for the transaction of business at any Member meeting duly called according to these Bylaws. Presiding Officer. The Presiding Officer of all Church Meetings and services shall be the Senior Pastor, or in his/her absence such other Director or Officer as the Board shall designate.
2. Record of Member Meetings - The Church Clerk shall keep as permanent records minutes of all meetings of its Members and a record of all actions taken by the Members without a meeting. Any Member of the Church may inspect the Church's corporate records only to the extent required by and subject to the notice requirements and other conditions of the Act (including but not limited to Va. Code § 13.1-932 and § 13.1-933, as amended).

Section E - Member Meetings by Virtual Conference, Email, or Mail in Emergency

In times of Emergencies where Members cannot meet in person, members may participate in a meeting by means of a conference telephone, video conference or similar communications equipment whereby all persons participating in the meeting can hear each other.

Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment. If such technology is not available or desired during his/her emergency, then votes can be taken by email or mail with proper notice and security according to Virginia law.

Section F- Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised (Authors – Robert, Honemann, Balch, Seabold and Gerber) shall govern the meetings of the Church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Church may adopt.

Article III: Board of Directors

Section A - Number and Composition

The Board of Directors for the Corporation (each a "Director" and collectively, the "Directors" or the "Board") shall be composed of not less than three (3) nor more than twelve (12) Directors, and shall consist of the Senior Pastor (by virtue of his/her office), three

Deacons, and other members in a number of Directors within the range specified hereinabove as decided by the Board from time to time as may, upon nomination by the Board, be elected by the Members. The President shall constitute the Chair of the Board to facilitate the meeting. The Board shall elect a Secretary on an annual basis from Board members to record minutes and give notices of meetings.

Section B - Qualifications

A Director must be a Member of the Church, regularly attend Church services, tithe, and satisfy the qualifications set forth in 1 Timothy 3:8-13.

Section C - Term of Office

Except for the Senior Pastor (whose terms all are for life, unless said director(s) sooner resigns or is removed in accordance with Section 3.4 hereof), the term of office for a Director shall be three (3) years with a maximum of two terms with a mandatory one (1) year off after two consecutive terms. Despite the expiration of a Director's term, a Director continues to serve until his/her successor is elected or until there is a decrease in the number of Directors, if any. Should a vacancy occur among the Directors, prior to the end of the term for said position, then the Senior Pastor shall appoint a Member to serve in that position for the unexpired term of the office affected, or until a successor is elected by the Members.

Section D - Resignation and Removal of Director by Board

Any Director may resign at any time. In addition, any Director (including the Founding Directors) may be removed by the Members with or without cause but only upon a three-fourths majority of Members present and voting to remove him or her at a meeting for which there is a quorum. A Director may be removed by the Members only at a meeting called for the purpose of removing him or her and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. The Senior Pastor may be removed (including in the role of Director, Officer, and employee) by the procedure outlined below.

Section E - Duties and Responsibilities of the Board

Unless provided otherwise in these Bylaws, the corporate powers of the Church shall generally be exercised by or under the authority of the Board of Directors which shall oversee the legal, business, and financial affairs of the Church. Additionally, the Board are called to give Godly counsel and insight to the Senior Pastor. Responsibilities of the Board include but are not limited to the following:

1. Authorize payment of funds for the business of the Church in accordance with Article 10 of these Bylaws.
2. Oversee the real and personal property of the Church.

3. Make decisions regarding the sale, pledge, or proposed financing of real property belonging to the Church.
4. Cause to be prepared each year a budget. Keep or cause to be kept accurate records of gifts to the Church in compliance with Internal Revenue Service regulations.
5. The responsibilities are: review the annual budget, coordinate the annual audits, administer financial and contractual decisions of \$5,000 and not to exceed \$25,000 on behalf of Church; receive special reports and recommend new employee positions.

Section F - Loans to Directors and Officers Prohibited

No loans shall be made by the Church to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Church for the amount of such loan until it is repaid.

Section G - No Compensation for Being Directors

Directors shall not be entitled to compensation for their services as Directors. Directors shall not be barred from serving the Church in any other capacity and receiving reasonable compensation for such other services. (For instance, the Senior Pastor’s compensation for serving as the Senior Pastor is expressly permitted.) Directors may receive reimbursement for any reasonable expenses incurred in attending meetings and committees of

the Board.

Section H - Transactions with Interested Parties

A contract or other transaction between the Church and one or more of its Directors, Officers, Staff, or family members thereof (hereinafter “Interested Party”), or between the Church and any other entity, of which one or more of the Directors, Officers, Staff, or family members has a financial interest are also Interested Parties– shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

1. The Church entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
3. Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Church could not have

obtained a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a team thereof) that authorizes, approves, or ratifies such contract or transaction.

Section I - Conflicts of Interest Policy

The Board shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Directors, Officers, or staff. This/her Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

Article IV: Meetings of the Board of Directors

Section A - Regular Board Meetings

Regular meetings of the Board shall be held at the principal office of Church, or such other location as shall be reasonably determined by the Board, at the date and time as determined by the Board. Reasonable notice will be provided.

Section B - Special Board Meetings

Special meetings of the Board may be called at any time. Said special meetings must be called by at least two (2) Board members. All current Board members

shall be given notice of any special Board meeting at least forty-eight (48) hours in advance of the meeting. Notice of special meetings may be given by means of telephone, mail, facsimile, computer network or other electronic communications.

Section C - Waiver of Notice

Whenever any notice is required to be given by statute, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of any member of the Board at the meeting shall serve as a waiver of this/her notice requirement with respect to that member, unless the Director at the beginning of the meeting, or promptly upon his/her 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.

Section D - Quorum and Voting

A majority of the total number of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business; provided. The affirmative vote of a majority of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board. In the case of an equality of votes, the Senior Pastor shall have a second or deciding vote.

Section E - Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each Director signs a consent setting forth the action to be taken and delivers it to the Corporation.

In addition, an action may be taken by fewer than all of the Directors without a meeting if:

1. The requisite number of Directors sign a consent describing the action to be taken and deliver it to the Corporation. This/her number must be the greater of (i) a majority of the Directors in office or (ii) a quorum of the Directors.
2. Written notice is provided to all Directors at least ten (10) business days before the action is taken.
3. No Director objects to the taking of such proposed action.

Requirements for delivery of an objection or the requisite notices shall be as prescribed by Virginia Code § 13.1-865.

For purposes of this/her section, a written consent and the signing thereof may be accomplished by one or more electronic transmissions, such as email.

Section F - Participation by Conference Telephone or Other Communications Equipment

Members of the Board may participate in

a Board meeting by means of a conference telephone, video conferencing, or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person, and who participated by alternative communications.

Section G - Minutes

Minutes of the meetings of the Board shall be recorded and taken by the Secretary or his/her designee who shall have custody thereof and be responsible for circulating copies to the Directors in a timely manner.

Article V: Officers

Section A - Officers

The Board of Directors elects individuals to fill one or more offices of the Corporation, except that the President shall be the Senior Pastor and holds the office of President by virtue of his/her position as Senior Pastor. The offices of the Corporation shall be a President, Secretary and a Treasurer. To the extent not inconsistent with these Bylaws, the Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and

perform such duties as shall be determined from time to time by the Board. Except for the President (who is the Senior Pastor), officers may be but are not required to be members of the Board. If any Director is removed pursuant to ARTICLE III, Section D, of these Bylaws and that Director also serves in one of the offices of the Corporation as prescribed herein, then such Director's removal from the Board shall cause the Director to also be dismissed from any office of the Corporation held by him or her.

Section B - Qualifications, Duties, Call, and Dismissal of Officers

A basic qualification of each office is that it shall be held by a Member who satisfies the qualifications for membership set forth in these bylaws hereof and meets the expectations for Members set forth in ARTICLE I hereof. Additional qualifications are as set forth herein or as may be determined from time to time by the Board.

1. President. The President shall be the Senior Pastor whose term in office is coextensive with his/her life-term as a Director.
2. Duties. The President shall serve as the principal executive officer of the Corporation and shall be responsible for overall supervision and control of all functions of the organization. In the execution of the President's duties and responsibilities, the President may delegate powers and duties to subordinate officers. The President shall preside at all meetings of the Board. The

President/Senior Pastor, as the overseer of the Church, shall be responsible for teaching the Word of God. He/she shall at all times, be in accord with the Articles of Faith as set forth in the Constitution.

- a. The Senior Pastor by virtue of his/her office, shall be the ex-officio of all committees.
- b. The Senior Pastor has the authority to decide who will and will not preach from the pulpit of the Church.
- c. It shall be the duty of the Senior Pastor to furnish the congregation with effective and needed messages for inspiration, consolation, instruction and edification as divinely inspired. Such messages should under ordinary circumstances, be delivered by the Senior Pastor; However, on occasion a guest speaker may be invited to the pulpit but only at the discretion of the Senior Pastor.
- d. It shall also be the duty of the Senior Pastor to stimulate and inspire interest in all ministries, auxiliaries and all phases of the spiritual life of the Church; visit the sick and shut-ins, administer the Church Sacrament, baptism, conduct funeral services of all members of the Church when asked to do so, administer to the poor and needy, and lift and encourage the weak and falling.

- e. The Senior Pastor will have absolute charge of all regular services and will be responsible for approving any service or function held in the Church, or in the name of the Church.
- f. The Senior Pastor will make frequent inspection of the financial records of the Church; initiate drives and appeals. The Senior Pastor is the president ex-officio of every ministry and auxiliary of the Church and has herewith the right to exercise his/her pastoral authority to improve the progress of any in the best interest of the Church.
- g. He is recognized by virtue of his/her office to appoint committees, organize ministries, auxiliaries and appoint persons to serve incomplete terms of office. Further, to perform the various duties incumbent on his/her office.
- h. He will employ whatever peaceful means good discretion dictates to uphold the will of God, the program of the Church and his/her Constitution.
- i. The Senior Pastor shall receive from the Church competent temporal support in accordance with the Church's circumstances and ability to provide.
- j. Other duties as assigned by the Board of Directors.

Section C - Selection and Call of the Senior Pastor

In case of the death, resignation, termination, incapacitation, retirement or other vacancy of the Senior Pastor, the remaining Directors shall appoint a pastoral Search Team leader from the Board or Church body. The Search Team lead will convene a pastoral Search Team consisting of up to eleven (11) active members of the Church that may include Board Members and/or others at the Board's discretion diversified by age and gender that have demonstrated faithfulness to the Church. They should be emotionally and spiritually mature and able to work cooperatively with others, absence of a personal or self-serving agenda, and have a solid willingness to maintain confidentiality.

1. Careful consideration will be afforded to active members with spiritual gifts, talents, abilities, and expertise in administration, servanthood, helping, discernment, leadership, and giving. The Team shall not include more than one immediate family member, Church staff members, spouses of staff members, and husbands and wives. With all eagerness and sincerity, his/her Team shall seek, with the leadership of the Holy Spirit, a prospective Senior Pastor.
2. The Board shall handle all matters during the interim and transition from preaching to all President's duties if the pulpit is vacant.
3. When the Search Team has found a

candidate and, after much prayer and consideration, believe him/her to be a qualified Senior Pastor, they shall present him/her to the Church membership upon at least a three-fourths (3/4) majority vote of the Board.

4. The Members, after an opportunity to assess the preaching and teaching gifts of the potential Senior Pastor and receiving the recommendation of the Board, shall vote upon whether to extend a call to the candidate at a meeting duly called for his/her purpose and with proper notice provided. The vote may be by secret ballot.
5. The Church shall extend a call to the candidate to become the Senior Pastor upon a three-fourths (3/4) majority of the members present and voting at the duly called meeting. Notice shall be as set forth in these Bylaws.

Section D - Dismissal

The Board shall annually evaluate the Senior pastor for improvement and encouragement. In the event the Senior Pastor no longer meets the qualifications prescribed herein and/or by the Board, no longer adheres to the above duties, or if the Board for cause or without cause believes that removing the Senior Pastor is in the best interest of the Church as a whole, the Board shall discuss the matter with the Senior Pastor. If a resolution cannot be reached, upon a three-fourths (3/4) vote of the Board, the Board shall present the matter to the Church

membership for its decision regarding dismissing the Senior Pastor. The Senior Pastor shall be removed upon a three-fourths (3/4) majority of the members present and voting at a duly called meeting. Notice shall be as set forth in these Bylaws.

Section E - Clerk

The Clerk of the Church shall be elected by the Board for a term of three (3) years.

1. Duties - The Clerk shall prepare and maintain a record of the proceedings of the Church. He or she shall maintain an accurate record of all business meetings (the minutes of the meeting) and present the same at each business meeting to be acted upon by the Church. The Clerk shall maintain an accurate and current membership list.
 - a. It shall be the duty of the clerk to keep an accurate roll of the Church membership, to handle correspondence as directed by the Church or Senior Pastor, to take accurate records of the proceedings at all business meetings of the Church and perform such other related clerical duties of the office.
 - b. The Clerk shall be elected in the first business meeting of the year; and also an Assistant Clerk. It shall be the duty of the Assistant to work with the Clerk and in the absence of the Clerk perform the duties of the Office.

2. Dismissal - Should the Clerk fail to meet the qualifications prescribed herein and/or by the Board, fail to perform his/her duty, fail to comply with scriptural directives, or depart from the Constitution, or cause or partake in discord and disunity in the Church, the Board may remove him or her from the office of Clerk.
3. Vacancies - Should a vacancy occur in the office of Clerk, then the Board shall appoint a Member to serve in that position.

Section F - Treasurer

The Treasurer shall be elected by the Board for a term of three (3) years.

1. Duties - The Treasurer shall receive and safely keep all money belonging to the Church; keep careful and accurate records of income, receipts, and expenditures of the Church; timely pay the bills and charges that are in the approved budget or are approved by the Board; report to the Board at its meetings and to the membership at the annual meeting; and perform such other functions as assigned by the Board.
2. Dismissal - Should the Treasurer fail to meet the qualifications prescribed herein and/or by the Board, fail to perform his/her/her duty, fail to comply with scriptural directives, depart from the Constitution, or cause or partake in discord and disunity in the Church, the Board may remove him or her from the office of Treasurer.

3. Vacancies - Should a vacancy occur in the office of Treasurer, then the Board shall appoint a Member to serve in that position for the unexpired term of the office, or until the Board elects a successor.

Section G - Records

All records, statements or other documentary material must be turned in to the Church by all persons going out of office. The importance cannot be overestimated in as much as later generations and sometimes courts will have no way of knowing the transactions of the Church.

Article VI: Administration and Advisory Committees/Boards

Section A - Administration

The administration of the Church shall be vested in the Senior Pastor and the Board of Directors.

Section B - Church Staff

The Church Staff shall consist of those persons necessary to carry out the day-to-day operation of the Church. The number and type of such persons shall be that who, in the judgment of the Senior Pastor, best maintains the spiritual and financial integrity of the Church. It shall be the Senior Pastor's responsibility to hire and dismiss the Church staff as the Senior Pastor deems appropriate with Board consultation as long as within annual budget.

Section C - Committees

The Board and Senior Pastor shall have the power to assemble such other committees as they deem necessary, if any, for the smooth and proper functioning and business of the Church.

Section D - Ministries and Auxiliaries

Ministries and Auxiliaries as used herein will mean a group that functions as an active part of the Church affairs, such as the Deacon Board, The Deaconess Board, The Ushers, the Sunday School, the Missionary Society, the Training Union and all parts of the Music Department. Each ministry and auxiliary will submit an annual budget. Appropriations will be determined by the Board of Directors and in conjunction with the Treasurer. Each ministry and auxiliary will maintain and provide as required by the Church a statement of its finances disbursements and balance on hand.

Section E - Development of the Church Policy and Procedures Manual

The development of a Church policy and procedures manual shall be overseen by the Church board or its designees with professional consultation and review, as required. This manual shall include all Church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Church. The manual shall be kept in the Church office and made available for review by any Church Member upon notice and

reasonable request. The Church Secretary, or his/her designee, shall maintain the manual. The Board or its designees shall review the manual at least annually, with the authority to recommend changes for the Board to consider and vote on. The Board or its designees shall review the manual at least annually, with the authority to recommend changes for the Board to consider and vote on. The Board and any of its designees shall be responsible for compiling and maintaining individual policy and procedure manuals for the various day-to-day administrative functions of the Church not covered in these Constitution and Bylaws in coordination with the staff. Subjects covered may include, but are not limited to, the following:

- A. Personnel policies and procedures not covered in the Bylaws;
- B. Church facility use policies and procedures;
- C. Church discipline and restoration procedures and policies;
- D. Board policies and procedures;
- E. Child protection and security policies and procedures; and
- F. Other policies and procedures as needed.

Article VII: Biblical Dispute Resolution

Believing that the Bible commands Christians to make every effort to live at

peace and to resolve disputes with each other in private, or within the Christian Church (see Matthew 18:15-20, Matthew 5:1-5, and I Corinthians 6:1-8), the Church should require its members to resolve conflict among themselves according to Biblically based principles, without reliance on the secular courts. Consistent with his/her call to peace-making, the Church shall encourage the use of Biblical-based principles and the avoidance of suits of law to resolve disputes between itself and those outside the Church, whether individuals or corporate entities who are run and controlled by professing Christians. All employees of the Church shall sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the Church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the Church or its agents in their representative capacity, shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the Rules of Procedure for Christian Conciliation found at www.ICCPeace.com. A decision shall be reached after prayerful consideration, in a spirit of humility, regarding one another before himself, and with each party and Arbitrator seeking that which most glorifies God.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the Church is located, and Virginia law shall apply to the dispute. Members, Senior Pastor, staff, or third-party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the Church and its members and under its risk policy procedures, the Church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the Church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision and the process it establishes shall not diminish any insurance coverage maintained by the Church.

Article VIII – Deacon and Deaconess

Section A - Deacons

1. A candidate for Deaconship shall be recommended by the Senior Pastor and Deacons to the Church for

approval; if elected by the majority of members he becomes a trial Deacon for a period of one year, after the successful completion of his/her period the Senior Pastor may proceed to have him ordained.

2. To qualify for the position of a Deacon an individual must give evidence of a devout spirit; must be grave, not double-tongued, not given to much wine, not greedy of filthy lucre; holding the mystery of the faith in a pure conscience. There should be evidence of faithful support to the Church its program and Senior Pastor, the husband of one wife and of good reputation.
3. It shall be the duty of the Deacons to cooperate with and assist the Senior Pastor in the performance of his/her duties; to aid each member of the Church that needs financial assistance and counseling and use benevolent funds of the Church for the relief of the distressed members of the Church; to visit the sick and shut-ins and make reports to the Church of any assistance given from the benevolent fund. Deacons shall be elected in the first business meeting of each year.
4. The Deacons are to assist the Senior Pastor in the temporal, physical, and spiritual interest of the Church and to perform the various duties incumbent on his/her office, keeping in mind that the Senior Pastor is shepherd and overseer of the entire Church and by virtue of his/her office

can expect the unfaltering assistance of the Board of Deacons.

5. The Deacons shall elect a Chairman, an Assistant Chairman and Clerk of the Board. The terms of office will be for an indefinite period and will become effective upon the approval of the Senior Pastor and Church. In case the Church is without a Senior Pastor the chairman will assume the responsibility of leadership unless otherwise determined by the Church.

Section B - Deaconesses

1. Deaconesses are elected as assistants to the Senior Pastor and Deacons to perform services to those of their own sex, especially in homes where the call of a Deacon might prove embarrassing or unwelcome, is the chief task of the Deaconesses.
2. Deaconesses must be grave, not slanderers, sober, faithful in all things as counselors being watchful guardians of the purity and good order of the Church, striving to maintain a healthful tone of piety and Christian activity in the Church. The Board shall elect a Chairman, an Assistant Chairman and Secretary and present their names to the Church for approval.

Article IX: Indemnification

Consistent with the Church's Articles of Incorporation, any person made or threatened to be made a party to any action or proceeding, whether civil or

criminal, by reason of the fact that he or she testator or intestate, is or was a Director, Officer, employee, or agent of the Church, may be indemnified by the Church, and the Church may advance his/her related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance on behalf of (i) itself for any obligation which it incurs as a result of the indemnification specified above; and (ii) its Directors, Officers, employees, and agents.

Article X: Fiscal and Accountability Matters

Section A - Fiscal Year

The Fiscal Year begins January 1 and ends December 31. Accurate records shall be kept by the Treasurer (or delegated by the Treasurer to an appropriate employee so long as the Board does not object). The Treasurer and/or the Treasurer's designee shall make a report to the Board on the fiscal year basis.

Section B - Contracts

The Board may authorize any officer(s) or agent(s) of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church if within the Board approved Church budget. Such authority may be general or confined to specific instances. All major contracts should be reviewed by Competent legal counsel.

Section C - Endowments

The Board may establish on behalf of the Church any endowments for the general purposes or for any special purpose of the Church consistent with the Church's non-profit purposes.

Section D - Deposits

The Board shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

Section E - Payment Methods (Checks and credit cards)

The President, the Treasurer, the Clerk, and anyone the Board shall designate will be authorized to sign checks and spend Church funds. Approved budget funds shall not be spent or obligated without determining their availability for a particular budget item. A purchase order must be submitted for expenses over \$500.00, regardless of whether the expense is paid by check or with credit card, in accordance with church policy. Those employees with credit cards may not charge personal items. No cash withdrawals will be permitted, and only ministry items will be considered appropriate expenditures. Credit card statements will be issued to each eligible employee, which must be reconciled each month, along with the appropriate receipt. In addition, those employees with credit cards will be assigned a credit limit, which must be adhered to.

Section F - Budget and Audit

The Board shall prepare and submit to the Church for approval at the annual meeting an inclusive budget, indicating by item the amount needed and sought for expenses. At least once each year the Board may (and, in the event required by law, shall) conduct or arrange for an outside auditor to conduct an audit or review every year of a type and nature the Board deems appropriate but there shall be an outside audit at least every three years.

Section G - Partnerships, Joint Ventures and Creation of Other Legal Entities

The Board may authorize in writing any officer(s), or agent(s) of the Church to enter into any partnerships or joint ventures or create other legal entities that the Board determines will advance the religious purposes and goals of the members as described herein and not violate the Church's tax-exempt status.

Section H - Purchase or Sale of Property and Borrowing

Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Board according to these Bylaws. Any borrowing of money must be approved by the Board and, if otherwise required by these Bylaws, a majority of the Members. If less than \$25,000 market value (not real estate) equipment, miscellaneous property, furniture, and other items may be bought if within budget and disposed of at the

discretion of the Church Administrator with signed approval of either the Senior Pastor (or his/her designee), Treasurer, or Financial Director.

Section I - Gifts and Contributions

The Board may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Church. Any endowment for the general purpose or for any special purpose of the Church will be approved by the Board.

Section J - Designated Contributions

The Church may accept any designated contribution, gift, bequest, or devise provided it is consistent with the Church's:

1. Mission and spiritual priorities as determined from time to time by the Board;
2. Budget process and fiscal restrictions;
3. Full ownership and control of the funds or assets; and
4. Tax exempt purposes as set forth in the Constitution.

As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations will generally be honored, but do not have to be so honored at the full discretion of the Church. The Church shall reserve all right, title and interest in and to the control of such

contributions as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. When the Church is unable to honor a designation, the Church may (1) use these funds for any other special purpose or general use; (2) contact the donor to change his/her designation; or (3) return the contribution to the donor, all of which is in full discretion of the Church.

Section K - Benevolence Fund

Consistent with Biblical teaching to share with those in need and IRS regulations, the Church may establish a benevolence fund to meet material and financial needs of its members and others. The Board shall appoint at least three active members (who may or may not be Directors) to administer his/her fund as the Benevolence Team under the direction of the Board, under a policy which sets forth the fund's purpose, procedures for administration and objective criteria for selection of recipients for financial assistance.

Section L - Budget

There shall be an annual members' meeting at which an annual budget is approved by a simple majority vote of the membership at that meeting, no more than three months prior and no less than three months after the start of the fiscal year as defined above.

Article XI: Emergency Powers and Bylaws

An "emergency" exists for the purposes

of this section if a quorum of the members cannot readily be obtained because of some catastrophic event (natural disaster, death, pandemic, or the like). In the event of such an emergency, the Board may: (i) modify lines of succession to accommodate the incapacity of any officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so.

During an emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable. Notification shall be attempted in the following ways: (a) Phone calls to all resident members (b) Emails sent to all members (c) SMS text messages sent to all members.

Necessary or prudent action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Directors may also adopt emergency Bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing the Church's operations during an emergency, including (i) procedures for calling a meeting of the members and (ii) quorum requirements for the meeting. The emergency Bylaws shall remain in effect during the emergency and not after the emergency ends.

Article XII: Dissolution

Unless the Board of Directors requires a greater vote, dissolution to be authorized by the Members shall have been approved by more than three-fourths (3/4) of all the votes cast on the proposal to dissolve at a meeting for which there is a quorum. In the event that the Corporation is dissolved as aforesaid or has otherwise become extinct, all property and funds remaining after the payment of the debts of the Corporation shall be delivered to some other non-profit organization, as determined by the Directors in accordance with the Articles of Incorporation and these Bylaws, for religious and educational purposes. Such funds or property shall be for the use and benefit of said non-profit organization. If the property and funds are not delivered to some other non-profit organization, in accordance with the Articles of Incorporation, any assets remaining of the Corporation after dissolution shall be disposed of by a court of competent jurisdiction of the County in which the principal executive officers of the

Corporation are then located and shall be used exclusively for such purposes or distributed to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Article XIII: Amendments to Bylaws

Any amendment(s) to or general revision of these Bylaws may be recommended by the Board of Directors at any Board meeting provided that written notice setting forth the exact wording of such proposed amendment(s), or if a general revision, then containing a copy of the entire revised Bylaws, has been mailed to all Board members at least ten (10) days but not more than sixty (60) days prior to the meeting at which they will be considered. An affirmative vote of two-thirds (2/3) of the Board members present and voting shall be necessary to adopt any amendment(s) to or general revision of these Bylaws.

Certification

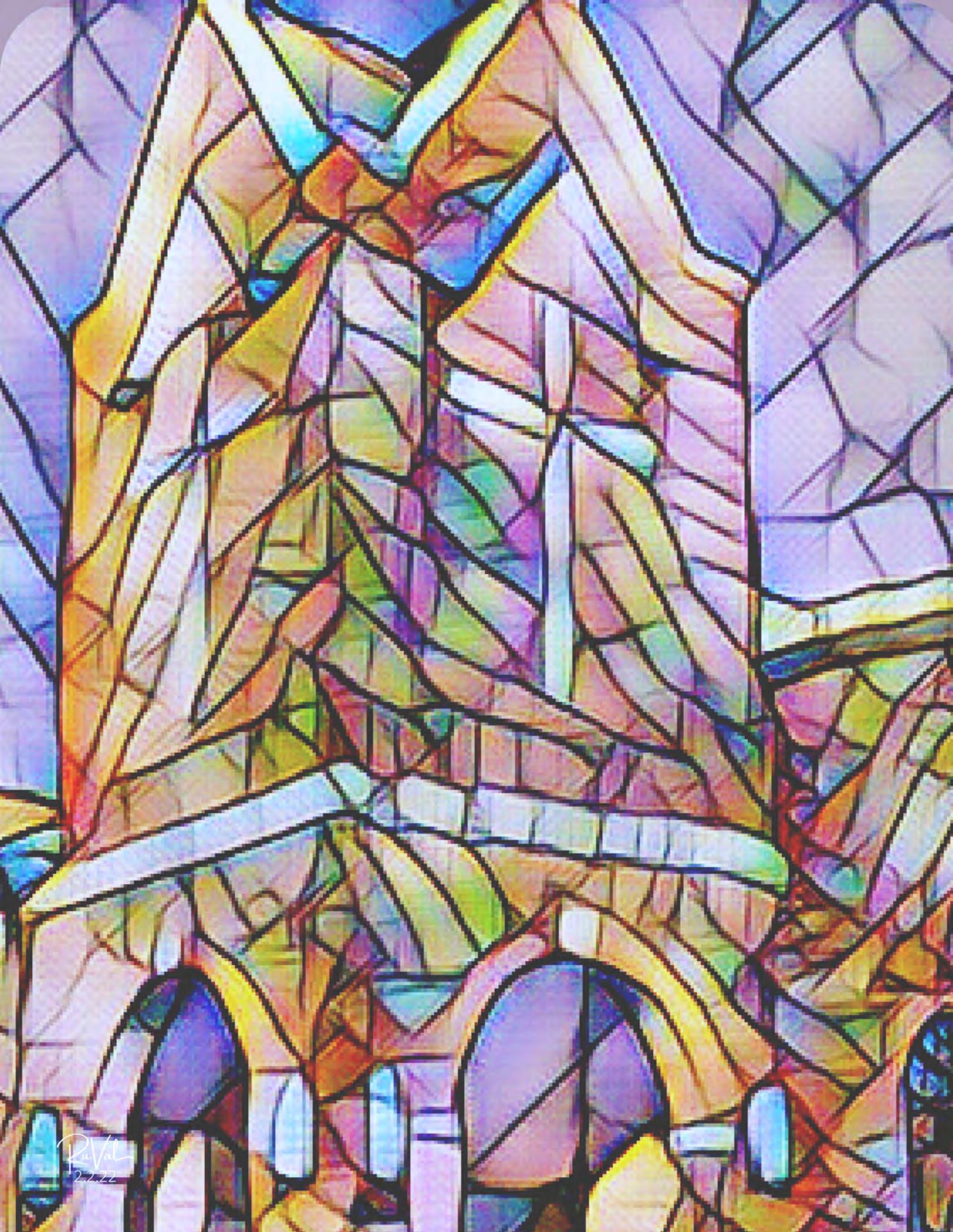
I, the undersigned Clerk of Mount Olive Baptist Church, Inc., do hereby certify that the above Bylaws, as amended, have been adopted as amended on Aug 31, 2022 by the Board of Directors authorized duly called Members' meeting, and that these Bylaws are current and in operation as of that date.

Dianne Wimbush

Church Clerk

August 31, 2022

Date



RiVal
2022



Mount Olive Baptist Church, Inc.

6600 Old Centreville Road
Centreville, VA 20121

www.mountolive-church.org

