

**AMENDED AND RESTATED BYLAWS
OF
COMMUNITY CHURCH**

These Amended and Restated Bylaws (also, the “Bylaws”) govern the affairs of Mt. Pleasant Community Church dba Community Church, a Michigan nonprofit religious corporation (hereinafter, the “Church” or “Community Church”). The Church is organized under the provisions of the Michigan General Corporation Act, MCL §§ 450.178-450.186, and the Michigan Nonprofit Corporation Act, MCL §§ 450.2101, *et. seq.*, as amended (hereinafter referred to as the “Code”).

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this congregation, a nonprofit religious organization, is Mt. Pleasant Community Church dba Community Church (hereinafter, the “Church” or “Community Church”). The principal office of the Church shall be located in Mt. Pleasant, Isabella County, Michigan. The Elder Board (the “board of directors” under the Code) of the Church shall have full power and authority to change any office from one location to another, either in Michigan or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in the State of Michigan. The Elder Board may change the registered office and the registered agent as provided in the Code.

The Church is a nonprofit religious corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Internal Revenue Code of 1986”).

ARTICLE II PURPOSES

Section A: Purposes Consistent with All Applicable Law

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

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To bring glory to God and to His incarnate Son Jesus Christ through the power of the Holy Spirit.
- (c) To glorify God through: proclaiming publicly the Christian doctrine of redemption from sin; worshiping corporately; encouraging growth in others' lives; education and instruction in righteousness; prayer and fasting; and taking the Good News into the community and into the world.
- (d) To worship God regularly through weekly gatherings and in all that we do in our public and private lives.
- (e) To live out each person's faith and to worship together, to seek individually and jointly in service to the Lord in willingness and service, submit themselves to the government and discipline of the Church, and promote the Church's purity and peace.
- (f) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.
- (g) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Michigan and elsewhere.
- (h) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- (i) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

(j) To educate the body of Christ through any and all means deemed appropriate by its Elder Board (*i.e.*, the board of directors).

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

ARTICLE III BELIEFS

All Scripture is self-attesting and being Truth, requires our unreserved submission in all areas of life. The infallible word of God, the sixty-six books of the Old and New Testaments, is a complete and unified witness to God's redemptive acts culminating in the incarnation of the Living Word, the Lord Jesus Christ. The Bible, uniquely and fully inspired by the Holy Spirit, is the supreme and final authority on all matters on which it speaks.

Section A: Essentials of our Faith

On the sure foundation of the Holy Scriptures, we affirm the following essentials of our faith:

1. We believe in one God, the sovereign Creator and Sustainer of all things, infinitely perfect and eternally existing in three Persons: Father, Son and Holy Spirit. To Him be all honor, glory and praise forever!
2. Jesus Christ, the Living Word, became flesh through His miraculous conception by the Holy Spirit and His virgin birth. He who is true God became true man united in one Person forever. He died on the cross a sacrifice for our sins according to the Scriptures. On the third day He arose bodily from the dead, ascended into heaven where, at the right hand of the Majesty on High, He now is our High Priest and Mediator.
3. The Holy Spirit has come to glorify Christ and to apply the saving work of Christ to our hearts. He convicts us of sin and draws us to the Savior. Indwelling our hearts, He gives new life to us, empowers and imparts gifts to us for service. He instructs and guides us into all truth and seals us for the day of redemption.
4. Being estranged from God and condemned by our sinfulness, our salvation is wholly dependent upon the work of God's free grace. God credits His righteousness to those who put their faith in Christ alone for their salvation, thereby justifying them in His sight. Only those who are born of the Holy Spirit and receive Jesus Christ become children of God and heirs of

eternal life.

5. The true church is composed of all persons who through saving faith in Jesus Christ and the sanctifying work of the Holy Spirit are united together in the body of Christ. The Church finds her visible, yet imperfect expression in local congregations where loving fellowship is maintained. For her perfecting, the Church awaits the return of her Lord.
6. Jesus Christ will come again to the earth – personally, visibly and bodily – to judge the living and the dead and to consummate history and the eternal plan of God. “Come, Lord Jesus!” (Rev. 22:20 ESV)
7. The Lord Jesus Christ commands all believers to proclaim the Gospel throughout the world and to make disciples of all nations. Obedience to the Great Commission requires total commitment to Him “who loved us and gave Himself up for us.” (Eph. 5.2 ESV)
8. He calls us to a life of self-denying love and service. “For we are His workmanship, created in Christ Jesus for good works, which God prepared beforehand, that we should walk in them.” (Eph. 2:10 ESV)

Marriage Policy. We believe that because God our Creator established marriage as a sacred institution between one (1) man and one (1) woman, the idea that marriage is a covenant only between one (1) man and one (1) woman has been the traditional definition of marriage for all of human history (“Traditional Definition of Marriage”). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage is between one (1) man and one (1) woman, as clearly conveyed in God’s inerrant Scriptures, including for example in *Matthew 19:4-6* where in speaking about marriage Jesus referred to the fact that “he which made them at the beginning made them male and female,” the Church hereby creates this policy, which shall be known as the “Marriage Policy.”

Under this Church’s Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No Elder (director), officer, pastor, deacon, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church’s Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

This Church’s Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church’s Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Church's Marriage Policy is based upon God's will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote; referendum; prevailing opinion of the congregation or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

Common Law Marriage Policy. In no case shall persons be accepted into Church leadership and/or Church employment that are known to be living in: (i) a common-law state of matrimony; or (ii) a manner inconsistent with the Church's teaching on marriage or sexuality pursuant to Article III of these Bylaws.

Sexuality and Gender Policy. Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one (1) man with one (1) woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. See *1 Cor. 6:18; 1 Thes. 4:3; Rom. 1:26-27; Prov. 5:3-5, 8-13; 7:21-27; Gal. 5:19; Exodus 20:14; Deut. 5:18; Matt. 5:27; 19:18; Luke 18:20; Rom. 13:9; James 2:11; Lev. 20:10-21; 1 Cor. 10:8; and 6:18; Jude 7*. Furthermore, the Church believes that gender is immutably determined by God at conception, and the Holy Scripture does not permit an individual to alter their gender physically or otherwise. Rejection of one's biological gender is a rejection of the image of God within that person. See *Deut. 23:1*. By creating the human being man and woman, God gives personal dignity equally to the one and the other. Each of them, man, and woman, should acknowledge and accept his sexual identity.

Bathroom Policy. Consistent with the Church's sincerely held religious beliefs, gender-specific bathroom facilities may only be utilized consistent with gender determined upon conception and not gender identity or expression. Optional family (non-gender specific) bathrooms may also be made available.

Child Dedication Policy. The Church believes that children are a gift from the Lord and desire to affirm the dedication of a child to the Lord, recognizing that dedication does not offer salvation but only serves as a reminder that all good gifts come from the Father of Heavenly lights. See *Psalms 127:3; James 1:17*. The Church reserves the right to dedicate children in the most God-honoring manner that, in its discretion and understanding of Biblical principles and methodology, the Church determines is best.

Section B: Explanations of Beliefs

The Elders are responsible for overseeing the spiritual health of the Church and should from time to time publish position papers elaborating and explaining the beliefs of the Church as needed.

ARTICLE IV CHURCH MEMBERSHIP

The Church shall have no corporate members within the meaning of the Code. As set forth in Article V of these Bylaws, the corporate governance of the Church is solely vested in the Elder Board (i.e., the “board of directors”). As set forth in Article VII of these Bylaws, plenary power to oversee the spiritual affairs and the day-to-day operations of the Church is vested with the Lead Pastor.

ARTICLE V MANAGEMENT OF THE CORPORATION ELDER BOARD

V.01 Management. Power to manage and govern the affairs of the Church is vested in the Elder Board of the Church. The term “Elder Board” shall mean the “board of directors” as required by the Code.

V.02 Number of Elders. The Elder Board shall consist of at least seven (7) persons as required by the Code but shall not consist of more than nine (9) persons.

V.03 Term of Elders. The Lead Pastor of the Church shall serve as a permanent Elder on the Elder Board until removed by the Board of Elders. Each Elder, other than the Lead Pastor, shall hold office for a period of three (3) years or until his successor is elected, appointed, or designated herein, and may serve an additional one (1) successive term. An Elder should serve no more than six (6) out of ten (10) consecutive years.

V.04 Chairman of the Elder Board. The Lead Pastor shall serve as the Chairman of the Elder Board until removed by the Elder Board and shall preside at all the meetings of the Elder Board. He shall have the power in his sole discretion to select an Appointee, who shall be endued with all powers of the Chairman of the Elder Board, in his absence, at any meetings of the Elder Board or Committees. Any reference to the Chairman of the Elder Board in these Bylaws shall, by default, make reference to his Appointee.

V.05 Powers. The Elder Board shall have all of the rights, powers, and responsibilities of a “board of directors” pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Elder Board. The Elder Board shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Elder Board shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Elder Board shall have the power to buy, sell, mortgage, pledge, or encumber any property of the Church and incur related indebtedness.

V.06 Nomination and Election. The Elder Board shall appoint a Nominating Team to provide candidates suitable for leadership positions within the Church. The Nominating Team shall operate within the authority designated by the Elder Board as the Elder Board deems appropriate.

V.07 Vacancies. Any vacancy occurring in the Elder Board, and any Elder (director) position to be filled due to an increase in the number of Elders, shall be filled from available candidates provided by the Nominating Team. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

V.08 Meetings. Regular or special meetings of the Elder Board may be held either within or outside the State of Michigan but shall be held at the Church's principal office if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Elders, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar remote communication technology, as long as all Elders participating in the meeting can communicate concurrently with all participants. All Elders shall be deemed to be present in person at a Elder Board meeting conducted in accordance with the foregoing sentence. A regular meeting of the Elder Board shall occur at least annually.

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

(b) *Special Meetings.* A special meeting of the Elder Board may be called by the Chairman or any three (3) members of the Elder Board.

(c) *Notice of Special Meetings.*

(1) *Manner of Giving.* Notice of the date, time, and place of special meetings shall be given to each Elder by one (1) of the following methods: (a) by personal delivery of the written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Elder or to a person at the Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Elder; (d) by telecopy to the Elder's office or home; or (e) by electronic mail ("e-mail").

(2) *Time Requirements.* Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopy, or e-mail shall be delivered, telephoned, faxed, or e-mailed to the Elder or given at least twenty-four (24) hours before the time set for the meeting.

(3) *Notice Contents.* The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. The notice shall specify the purpose or the business to be transacted at the special meeting. For the avoidance of doubt, no special meeting shall occur if the applicable notice required under this Article V.08(c)(3) fails to specify the purpose or the business to be transacted at the special

meeting.

(4) Waiver. Attendance of an Elder at a meeting shall constitute waiver of notice of such meeting, except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

V.09 Action Without Meeting. Any action required or permitted to be taken by the Elder Board may be taken without a meeting if all of the Elders, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

V.10 Quorum. A majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Elder Board. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elders in attendance required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one (1) time without further notice.

V.11 Proxies. Voting by proxy is prohibited.

V.12 Duties of Elders. Elders shall discharge their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Elders may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors, or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

V.13 Delegation of Duties. The Elder Board is entitled: to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Elders have no personal liability for actions taken or omitted by the advisor if the Elder Board acts in good faith and with ordinary care in selecting the advisor. The Elder Board may remove or replace the advisor, with or without cause.

V.14 Interested Parties. Pursuant to the Code and the provisions of Article XII of these Bylaws, a

contract or transaction between the Church and an Elder of the Church is not automatically void or voidable simply because the Elder has a financial interest in the contract or transaction.

V.15 Actions of Elder Board. The Elder Board shall try to act by consensus. However, the vote of a majority of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Elder Board unless the act of a greater number is required by law or these Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Elder Board. Elders may not be present by proxy.

V.16 No Compensation. Elders shall not receive salaries or compensation for their services to the Elder Board. The Elder Board may adopt a resolution providing for payment to Elders for expenses of attendance, if any, at a meeting of the Elder Board. An Elder may serve the Church in any other capacity and receive reasonable compensation for those services. No Elder, other than the Chairman, may be a regular employee of the church.

V.17 Removal of Elders other than Chairman of the Elder Board. The Elder Board may vote to remove an Elder, other than the Chairman of the Elder Board, at any time, with or without cause. A meeting to consider the removal of an Elder may be called and noticed following the procedures provided in these Bylaws. An Elder may be removed by the affirmative vote of a two-thirds (2/3) majority of the Elder Board. For provisions regarding the removal of the Chairman of the Elder Board, see Article V.18 of these Bylaws.

V.18 Removal of Chairman of the Elder Board. Subject to the rights, if any, under any contract of employment with the Church, the Chairman of the Elder Board shall only be removed, by the affirmative two-thirds (2/3) vote of all the Elders (excluding the Chairman of the Elder Board) present in person at any regular or special meeting duly noticed pursuant to Article V.08 of these Bylaws. The Elder Board, in cooperation with the Chairman of the Elder Board, shall establish formal procedures that govern Chairman of the Elder Board removal actions. The Chairman of the Elder Board shall only be removed from his role as Chairman of the Elder Board, subject to the terms of any employment agreement, for any of the following reasons: (a) falling into sinful and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible; (d) neglect of duties; (e) resignation; or (f) death or disability.

V.19 Resignation of Elders. Any Elder may resign at any time by giving written notice to the Elder Board. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

V.20 Ecclesiastical Tribunal. The highest ecclesiastical tribunal of the Church shall be the Elder Board. The Elder Board shall be the express and final arbiter of ecclesiastical polity, religious doctrine, and questions of Church property, and shall make the final decision with respect to any

other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Elder Board shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the Church's tenets of faith; and (b) the furtherance of the religious purposes of the Church as discerned by the Elder Board according to the teachings of the Holy Bible. If necessary, the Elder Board shall decide any unresolved matter arising under this Article V.20 by a two-thirds (2/3) majority vote. Any decision by the Elder Board relating to this Article V.20 is final.

V.21 Church Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, church discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any congregant, visitor, or other person who is ministered to during religious services held by the Church, or at other times, the Elder Board shall decide such question by two-thirds (2/3) majority vote. Any decision by the Elder Board relating to this Article V.21 is final.

V.22 Church Disruptions. Any person deemed by the Elder Board to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this Article V.22. If necessary, the Elder Board shall decide any unresolved matter arising under this Article V.22 by a two-thirds (2/3) majority vote. Any decision by the Elder Board relating to this Article V.22 is final.

V.23 Deadlock. In the case where the Elder Board shall, by reason of deadlock (whether because an even number of Elders is seated on the Elder Board, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Elder Board, then, in such instance, the Chairman of the Elder Board shall cast an additional ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Elder Board. The majority ballot shall be cast in addition to the regular Elder's vote cast by the Chairman of the Elder Board. Any matter resolved by the Elder Board pursuant to this Article V.23 is final.

ARTICLE VI OFFICERS

VI.01 Officer Positions. The officers of the Church shall be the Lead Pastor-President, Vice President, Secretary, Treasurer, and any other officers as determined by the Elder Board. The Elder Board may create additional officer positions, define the authority and duties of each such position, and elect persons to fill the positions.

VI.02 Election and Term of Office. The officers of the Church shall be elected by the Elder Board at a regular or special meeting of the Elder Board and shall hold office until they resign, are terminated, or upon death.

VI.03 Lead Pastor. The Elder Board shall, by an affirmative two-thirds (2/3) majority vote, elect the Lead Pastor of the Church. The Lead Pastor shall serve as the chief spiritual officer of the Church, subject to final approval by the Elder Board. The Elder Board shall set forth the specific duties of the Lead Pastor in a separate employment agreement and/or employment description. Regardless, the Lead Pastor, under the guidance of God, in direction, consultation, and collaboration with the Elder Board, shall: (a) help provide vision and practical direction to the Church; (b) consistently work to strengthen the Church; and (c) minister to the spiritual needs of the Church. For provisions regarding the removal of the Lead Pastor, see Article VI.08 of these Bylaws.

VI.04 President.

(a) The Lead Pastor of the Church shall serve as the President of the Church (the Chief Executive Officer of the Church) and shall supervise and control all of the business and day-to-day affairs of the Church unless removed in accordance with these Bylaws. The Lead Pastor-President is expressly authorized to do all things necessary and proper to fulfill his leadership position and to fulfill all duties incident to the office of Lead Pastor-President. The President shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired unless otherwise set forth in these Bylaws. The President shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment with or without cause unless otherwise set forth in these Bylaws.

(b) The President of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the President shall be the leader of the congregation, the Church staff, all Church organizations, all Church ministries, and all Church Advisory Teams, to accomplish the New Testament purposes of the Church. The President is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

VI.05 Vice President. The Elder Board may, by an affirmative two-thirds (2/3) majority vote, elect

the Vice President of the Church. When the President is absent, is unable to act, or refuses to act in his role as President, the Vice President shall perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the President or Elder Board. Except as expressly authorized by the Elder Board, the Vice President shall have no authority to sign for or otherwise bind the Church.

VI.06 Treasurer. The Elder Board may, by an affirmative two-thirds (2/3) majority vote, elect the Treasurer of the Church. The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Elder Board; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the President or by the Elder Board; (h) if required by the Elder Board, give a bond for the faithful discharge of his duties in a sum and with a surety as determined by the Elder Board; and (i) perform all of the duties incident to the office of Treasurer.

VI.07 Secretary. The Elder Board shall, by an affirmative two-thirds (2/3) majority vote, elect the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Elder Board and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) perform duties as assigned by the President or by the Elder Board; and (g) perform all duties incident to the office of Secretary.

VI.08 Removal of Lead Pastor. Subject to the rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed, by the affirmative two-thirds (2/3) majority vote of the Elder Board (excluding the Lead Pastor, if applicable) at any regular or special meeting duly noticed pursuant to Article V.08 of these Bylaws. The Elder Board, in cooperation with the President, shall establish formal procedures that govern Lead Pastor removal actions. The Lead Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons as solely determined by the Elder Board: (a) falling into sinful and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible; (d) neglect of duties; (e) poor character; (f) resignation; or (g) death or disability.

VI.09 Removal of Other Officers. All other Church officers may be removed, with or without cause, by: (i) a two-thirds (2/3) majority vote of the Elder Board (excluding the party at issue, if applicable).

VI.10 Resignation of Officers. Any officer may resign at any time by giving written notice to the

Board of Elders. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

VI.11 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE VII COMMITTEES AND ADVISORY TEAMS

VII.01 Establishment. The Elder Board may, at its discretion, adopt a resolution establishing one (1) or more Committees or Advisory Teams. Any and all Advisory Teams shall conform to rules established by the Elder Board.

VII.02 Independent Compensation Committee. Annually, the Elder Board may adopt a resolution establishing an Independent Compensation Committee. The Independent Compensation Committee shall be established by a resolution of the Elders as outlined in Article VII.01. The Independent Compensation Committee shall determine and approve the compensation for all executive employees. The Church's "executive employees" are hereby defined as employees in a position to exert substantial influence over the Church, such as, but not limited to, the officers of the Church. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. No executive employees shall participate in the Independent Compensation Committee's final discussion and final formulation of, or final vote regarding, salary and benefits.

The Independent Compensation Committee shall determine and approve the Lead Pastor's compensation, as well as that of any of his family members. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the Independent Compensation Committee's final discussion and final formulation of, or final vote regarding, his salary and benefits, or any family member's salary or benefits. The Independent Compensation Committee shall determine the executive staff's salary and benefits, other than any family member of hers, subject to the final approval of the Elder Board.

VII.03 Delegation of Authority. If, in addition to the Independent Compensation Committee, the Elder Board establishes or delegates any of its authority to a Committee, it shall not relieve the Elder Board, or Elder, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Elder Board shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or an Elder or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article XIII [the Conflict of Interest Policy] of these Bylaws; or (j) take any action outside the scope of authority delegated to it by the Elder Board or in contravention of the Code.

The Elder Board may designate various Advisory Teams not having or exercising the authority of the Elder Board. Such Advisory Teams shall only function in an advisory capacity to the Elder Board. The President shall have the power to appoint and remove members of all Advisory Teams. The President shall serve as an ex officio member of all Advisory Teams. The Elder Board shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

ARTICLE VIII AMENDMENTS

These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted, upon the unanimous written consent of the Elder Board (board of directors) or by an affirmative two-thirds (2/3) majority vote of the Elder Board.

ARTICLE IX AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate, from time to time, with any churches (Christian churches and ministries) of like precious faith.

ARTICLE X

POWERS AND RESTRICTIONS

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

(a) The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE XI

TRANSACTIONS OF THE CHURCH

XI.01 Contracts and Legal Instruments. Subject to Article XIII of these Bylaws, the Elder Board (board of directors) may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

XI.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Elder Board selects.

XI.03 Gifts. The Elder Board may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Elder Board may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

XI.04 Ownership and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a ministry or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Elder Board (board of directors); and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's basic form of government.

XI.05 Real Property. Title to real property of the Church shall be in the name of the Church. Real property may be purchased in the name of or on behalf of the Church with the affirmative vote of the Elder Board. Real property of the Church may be sold, mortgaged, conveyed, transferred, or

otherwise disbursed with the affirmative vote of the Elder Board.

XI.06 Approval of Purchases. The purchases of fixed assets in excess of one-half of one percent (0.5 %) of the annual budget or \$25,000 whichever is lesser, shall be subject to the prior approval of the Elder Board. Notwithstanding, the Elder Board may designate a Committee or Advisory Team to manage the approvals outlined in this Article XI.06. Such a designation, in the Elder Board's sole discretion, may be revoked, amended, adjusted, or re-designated to another Committee or Advisory Team at any time by the Elder Board.

ARTICLE XII WHISTLEBLOWER POLICY

XII.01 Purpose. The Church requires all of its Elders (directors), officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Elder Board (board of directors) of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

XII.02 Procedure.

(a) *Reporting Responsibility.* It is the responsibility of all of the Church's Elders, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church, and to report violations or suspected violations in accordance with the Policy.

If an Elder, officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) *Acting in Good Faith.* Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be

substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) *Reporting Violations.* In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Elder Board. Elders are required to report suspected violations directly to the entire Elder Board.

(d) *Accounting and Auditing Matters.* The Elder Board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Elder Board shall work until the matter is resolved.

(e) *Evidence.* Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) *Investigation of Complaint.* After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Elder Board. The Elder Board shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Elder Board shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations.* The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

XII.03 Safeguards.

(a) *Confidentiality.* Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) *No Retaliation.* No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) *Harassment or Victimization.* Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policy.

(d) *Malicious Allegations.* The Elder Board recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and morale of the Church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or removal from fellowship.

Article XIII

Conflict of Interest Policy

XII.01 Reason for this Conflict of Interest Policy

As a church initiated and sustained by God, Mt. Pleasant Community Church dba Community Church (also, the "Church") has a mandate to conduct all of its affairs decently and above reproach both in the sight of God and man. That accountability includes a commitment to operate with the highest level of integrity and to avoid conflicts of interest.

As a nonprofit, religious, tax-exempt entity, the Church depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS and state corporate and tax officials view the operations of the Church as a public trust, accountable to both governmental authorities and members of the public.

Among the Church and its Elder Board (*i.e.*, the “board of directors” pursuant to Michigan law), officers, and management employees, there exists a fiduciary duty, which carries with it a broad and unbending duty of loyalty. The Elder Board, officers, and management employees are responsible for administering the affairs of the Church honestly and prudently, and for exercising their best care, skill, and judgment for the sole benefit of the Church. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Church or knowledge gained therefrom for their personal benefit. The interests of the Church must have the first priority, and all purchases of goods and services must be affected on a basis that secures for the Church full competitive advantages as to product, service, and price.

XII.02 Persons Concerned

This Conflict of Interest Policy is directed to Elders (directors), committee and/or advisory team members, and officers, as well as those employees annually designated by the Elder Board who influence the actions of the Church or its Elder Board or make commitments on their behalf. For example, this would include all who make purchasing decisions, all other persons who might be described as “management personnel,” and all who have proprietary information concerning the Church.

XII.03 Areas in Which a Conflict May Arise

A conflict of interest may arise in the relations of Elders, officers, and management employees with any of the following third parties:

- 3.1 Persons or entities supplying goods and services to the Church.
- 3.2 Persons or entities from which the Church leases property and equipment.
- 3.3 Persons or entities with whom the Church is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property.
- 3.4 Persons or entities paying honoraria or royalties for products or for services delivered by the Church for its agents or employees.
- 3.5 Other ministries or nonprofit organizations.
- 3.6 Donors and others supporting the Church.
- 3.7 Stations or programmers that carry the Church’s programming.
- 3.8 Agencies, organizations, and associations that affect the operations of the Church.

XII.04 Nature of Conflicting Interest

A material conflicting interest may be defined as an interest, direct or indirect, between any person

or entity mentioned in XII.03, and an Elder, officer, or management employee, which might affect, *or might reasonably be thought by others to affect*, the judgment or conduct of an Elder, officer, or management employee of the Church. Such an interest might arise through

- 4.1 Owning stock or holding debt or other proprietary interests in any third party dealing with the Church.
- 4.2 Holding office, serving on the Elder Board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with the Church.
- 4.3 Receiving remuneration for services with respect to individual transactions involving the Church.
- 4.4 Using the Church's personnel, equipment, supplies, or goodwill for other than Church-approved activities, programs, and purposes.
- 4.5 Receiving personal gifts or loans from third parties dealing with the Church. (Receipt of any gift is disapproved except gifts of nominal value, which could not be refused without discourtesy. No personal gift of money should ever be accepted.)
- 4.6 Obtaining an interest in real estate, securities, or other property that the Church might consider buying or leasing.
- 4.7 Expending staff time during the Church's normal business hours for personal affairs or for other organizations, civic or otherwise, to the detriment of work performance for the Church.

XII.05 Indirect Interests

As noted above, conflicting interests may be indirect. An Elder, officer, or management employee will be considered to have an indirect interest in another entity or transaction if any of the following also have an interest:

- 5.1 A family member of an Elder, officer, or management employee. (Family member is defined for these purposes as all persons related by blood or marriage.)
- 5.2 An estate or trust of which the Elder, officer, or management employee or member of his family is a beneficiary, personal representative, or Elder.
- 5.3 A company of which a member of the family of the Elder, officer, or management employee is an officer, director, or employee, or in which he has ownership or other proprietary interests.

XII.06 Interpretation of This Conflict of Interest Policy

The areas of conflicting interest listed in Section 3 and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Elders, officers, and management

employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that it is necessarily averse to the interests of the Church. However, *it is the policy of the Elder Board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated.*

It shall be the continuing responsibility of Elders, officers, and management employees to scrutinize their transactions with outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure should be made to the moderator or chair, who shall bring these matters to the attention of the Elder Board. The Elder Board shall then determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable as to the Church. The decisions on these matters are the sole discretion of the Elder Board. The Elder Board's first concern must be the welfare of the Church and the advancement of its purposes.

ARTICLE XIV INDEMNITY

XIV.01 Indemnification

A person who was or is a party, or threatened to be made a party, to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, other than action by or in the right of the church corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, shall be indemnified against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. Any indemnification, unless ordered by a court, will be made by the corporation only as authorized in the specific case, upon a determination that indemnification is proper in the circumstances because the person has met the applicable standard of conduct set forth above.

XIV.02 Volunteer Directors

A volunteer director (as defined in Act No. 162 of the Michigan Public Acts of 1982, as amended) of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty, except that this provision shall not eliminate

or limit the liability of a director for any of the following:

1. A Breach of the director's duty of loyalty to the corporation or its members.
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
3. A violation of Section 551 (1) of Act. No.162 of the Michigan Public Acts of 1982, as amended.
4. A transaction from which the director derived an improper personal benefit.
5. An act or omission occurring before **January 1, 1988**.
6. An act or omission that is grossly negligent.

The corporation assumes all liability to any person other than the corporation, or its members, for all acts or omissions of a volunteer director occurring on or after **January 1, 1988** incurred in the good faith performance of the volunteer director's duties.

Because of the provisions of this Article:

1. A volunteer director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director, to the corporation, or its members, to the extent set forth in this Article.
2. A claim for monetary damages for a breach of a volunteer director's duty to any person other than the corporation, or its members, shall not be brought or maintained against a volunteer director. Such a claim shall be brought or maintained instead against the corporation, which corporation will be liable for the breach of the volunteer director's duty.
3. A "volunteer director" referred to in this Article shall mean a member of the Elder Board.

ARTICLE XV BOOKS AND RECORDS

XV.01 Required Books and Records. The Church shall keep correct and complete books and records of account.

XV.02 Fiscal Year. The fiscal year of the Church shall begin on the first day of May and end on the last day in April in each year.

ARTICLE XVI

MISCELLANEOUS PROVISIONS

XVI.01 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Michigan. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female, or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

XVI.02 Seal. The Elder Board may provide for a corporate seal.

XVI.03 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church's records.

XVI.04 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church's directors, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

XVI.05 Christian Alternative Dispute Resolution. In keeping with *1 Corinthians 6:1-8*, all disputes, arising out of or relating to these Bylaws or any other corporate matter (excluding matters relating to Articles V.19-V.23 of these Bylaws), which may arise between any individual in the Church and the Church itself, or between any individual in the Church and any director, officer, employee, volunteer, agent, or other individual in this Church, shall be resolved by mediation with one (1) mediator, and if not resolved by mediation, then by binding arbitration, with a panel of one (1) arbitrator under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of these Bylaws, arbitration under this Article XVI.05 shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding, including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then the use of the conciliation, mediation, and arbitration procedure is conditioned

on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation, or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline of individuals in the Church.

XVI.06 English Standard Version. The Holy Bible referred to in these Bylaws is the English Standard Version of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by the Elder Board from time to time.

ARTICLE XVII EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this Article XVII if a quorum of the Elder Board (board of directors) cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Elder Board may: (i) modify lines of succession to accommodate the incapacity of any Elder Board member, 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 Elder Board only needs to be given to those Elder Board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Church present at a meeting of the Elder Board may be deemed Elder Board members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder Board member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Elder Board may also adopt emergency bylaws, subject to amendments or repeal by the full Elder Board, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Elder Board; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Elder Board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF [AUTHORIZED OFFICER]

I certify that I am the duly elected and acting Secretary of Mt. Pleasant Community Church dba Community Church, and that the foregoing Amended and Restated Bylaws constitute the Bylaws of Mt. Pleasant Community Church dba Community Church. These Bylaws were duly adopted by the Elder Board of Mt. Pleasant Community Church dba Community Church on _____, 2024.

DATED: _____

By: _____

Name: [full name]

Title: [authorized officer]