



**Chinese Bible Church
of Maryland**
Rockville/Gaithersburg Campuses

**ARTICLES OF
INCORPORATION
&
BYLAWS**

Adopted December 12, 2021

CHINESE BIBLE CHURCH OF MARYLAND ARTICLES OF INCORPORATION

Amendments and restatements adopted by the Board of Trustees on October 2, 2021

Amendments and restatements adopted by the members on December 12, 2021

Approved by the State of Maryland on September 13, 2022

ARTICLE I NAME

The name of the corporation is Chinese Bible Church of Maryland (hereinafter referred to as the "Church").

ARTICLE II STATE OF FORMATION

The Church is organized as a nonstock religious corporation under the laws of the State of Maryland.

ARTICLE III DURATION

The period of duration of the Church shall be perpetual.

ARTICLE IV MISSION AND PURPOSES

The mission of the Church is to bring glory to God through the exaltation of Jesus Christ, the edification of believers, and the evangelization of the world (the "Mission").

The Church is organized exclusively for fulfilling the Mission and for such religious and charitable purposes that may qualify it as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the "Code"), or the corresponding provision of any future United States internal revenue law. More specifically, such purposes include the following:

1. To preach the gospel of Jesus Christ as set forth in the Bible in the metropolitan Washington, D.C. area, particularly, but not exclusively, to the Chinese.
2. To labor for the salvation of souls.
3. To provide opportunities for worshiping the Triune God.

4. To instruct children, youth, and adults in biblical doctrines and standards of conduct.
5. To equip the saints for service.
6. To support world-wide missions.
7. To promote the fellowship of the saints in Christ.
8. To glorify God in all things according to the Bible.

ARTICLE V PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the principal office and place of worship of the Church is 4414 Muncaster Mill Road, Rockville, Montgomery County, Maryland 20853, and the name of the resident agent of the Church at such address is Hugo Cheng, who is a resident of the State of Maryland.

ARTICLE VI STOCK

The Church shall have no authority to issue shares of stock.

ARTICLE VII MEMBERS

All members shall subscribe to the statement of faith which is set forth in the by-laws of the Church. The Church shall have two (2) types of members: regular members and affiliated members. Regular members shall be members who are at least eighteen (18) years of age and affiliated members shall be members who are under eighteen years of age. Only regular members shall have the right to vote and shall be eligible to serve as elders, deacons, cell group leaders, Sunday school teachers, co-workers of the Church's finance department, or other officers of the Church. The qualifications, rights, and duties of members and the application procedures for membership shall be provided in the bylaws of the Church.

ARTICLE VIII BOARD OF TRUSTEES

The board of trustees of the Church shall consist of (i) members of the board of elders and (ii) one deacon selected by the board of trustees from each of the following three departments of the board of deacons: secretary, finance, and physical facilities. The board of trustees may also select any other deacons to serve as trustees. The board of trustees may increase or decrease the number of trustees from time to time, but the number shall not be less than six (6). The

names of the trustees currently in office are as follows:

Hugo Cheng	Ray-Hahn Hsieh	John Y. Lei	Ken Sun
Huey Y. Cheung	Jo Huang	George W. Liu	Tao Sun
Vitus W. Cheng	Tao Jen	Christopher Poh	Paul Tseng
Ben Choy	Mau-En Lee	Sam Su	Ted Wang

ARTICLE IX BOARD OF ELDERS

The board of elders of the Church shall consist of a limited number of ordained pastors of the Church, as determined by the board of elders, and lay elders. The ordained pastors of the Church who are designated to serve on the board of elders shall serve on the board as long as they are pastors of the Church. The board of elders shall determine the number of lay elders from time to time, provided that such number shall not be less than sixty percent (60%) of the number of the members of the board of elders. A lay elder shall be (i) nominated by the then members of the board of elders and (ii) confirmed by the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. A lay elder shall serve indefinitely or until his earlier resignation or removal.

ARTICLE X PASTORS

The board of elders of the Church shall determine the number of pastors from time to time. A pastor shall be (i) selected by an unanimous vote of the board of elders and (ii) confirmed by the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. A pastor shall serve for an initial period of two (2) years. Upon satisfactory completion of the two year initial period and unanimous approval of the board of elders, a pastor shall serve indefinitely or until his earlier resignation or removal. The approval shall be announced to the membership.

ARTICLE XI BOARD OF DEACONS

The board of deacons of the Church shall consist of deacons who direct the affairs of various departments of the Church. The board of elders shall determine the number and types of departments of the Church. A deacon shall be (i) nominated by the board of elders and (ii) confirmed by the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership Meeting at

which there is a quorum. Five (5) or more regular members of separate families may jointly submit the names of candidates for consideration by the board of elders before the nomination. A deacon shall serve for a term of one (1) year or until his or her successor is elected and qualified, or until his or her earlier resignation or removal. A deacon, if re-nominated by the board of elders and reconfirmed by the regular members, may serve a maximum of three (3) successive terms, except as otherwise authorized by the board of elders.

ARTICLE XII LIMITATION OF LIABILITY

No trustee, pastor, elder or deacon shall be liable to the Church or its members for money damages which arise out of, or are in any way relate to, the services rendered by such person to the Church unless:

1. it is proved that the person actually received an improper benefit or profit in money, property, or services; or
2. a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

ARTICLE XIII INDEMNIFICATION

The Church shall indemnify any trustee, pastor, elder, or deacon made a party to any proceeding by reason of service in that capacity to the fullest extent permitted by the laws of the State of Maryland.

ARTICLE XIV PROHIBITED TRANSACTIONS AND ACTIVITIES

No part of the net earnings of the Church shall inure to the benefit of or be distributable to its trustees, pastors, elders, deacons, members, contributors or any other persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered to the Church and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

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 publishing or distribution of state-

ments), any political campaign on behalf of any candidate for public office, nor engage in any partisan activity. Notwithstanding any other provision of these articles, the Church shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any United States internal revenue law.

ARTICLE XV DISSOLUTION

The Church may be dissolved by the board of trustees with the affirmative vote of at least three-fourths (3/4) of its regular members present at a membership meeting at which there is a quorum. In the event of dissolution or final liquidation of the Church for any reason, the board of trustees shall apply and distribute the assets of the Church as follows:

1. All liabilities and obligations of the Church shall be paid and discharged or adequate provision for payment and discharge shall be made therefor.
2. Any assets held by the Church subject to legally valid requirements for their return, transfer, or conveyance on dissolution or forfeiture shall be disposed of in accordance with such requirements.
3. All remaining assets of every nature and description whatsoever shall be distributed to one or more churches or religious organizations qualified for exemption from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of the United States internal revenue law.

ARTICLE XVI AMENDMENT

Any amendment to the articles of incorporation of the Church shall be made in accordance with the following procedures:

1. At least three-fourths (3/4) of the trustees proposing to amend the articles of incorporation of the Church shall adopt a resolution which declares that the amendment is advisable and call a membership meeting to vote on the amendment.
2. Five (5) or more regular members of separate families may jointly submit a proposed amendment to the articles of incorporation to the board of trustees. If at least three-fourths (3/4) of the trustees deem the proposed amend-

ment to be advisable, the board of trustees shall adopt a resolution which declares that the proposed amendment is advisable and call a membership meeting to vote on the amendment.

3. The proposed amendment and the resolution of the board of trustees shall be posted at a Church bulletin board at least four (4) weeks before the membership meeting.

4. A written notice of the time, place, and purpose of the membership meeting shall be given to each regular member of the Church by delivery in person or mailing it to the member at his or her address as it appears in the Church records at least ten (10) days before the membership meeting. Notice may also be delivered electronically via confirmable email or facsimile.

5. The approval of the proposed amendment shall require the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum.

CHINESE BIBLE CHURCH OF MARYLAND

BYLAWS

Amendments and restatements adopted by the Board of Trustees on October 2, 2021

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ARTICLE I STATEMENT OF FAITH

We believe:

1. The Scriptures, both the Old and New Testaments, to be the inspired Word of God, without error in the original writings; the complete revelation of His will for the salvation of man; and the Divine and final authority for Christian faith and life. (Psalm 119:89; John 12:47-48; II Tim. 3:16-17; II Peter 1:21; Rev. 22:18-19).

2. In one God, who is the Creator of man and all things, absolutely perfect and eternally existing in three persons: Father, Son, and Holy Spirit. (Gen. 1:1; Deut. 6:4; Isa. 44:6; Matt. 28:19; II Cor. 13:14).

3. That Jesus Christ is true God and true man, having been conceived by the Holy Spirit and born of the Virgin Mary. He was crucified for our iniquities, was buried, on the third day arose bodily from the dead, and ascended into heaven. He is now our High Priest and Advocate at the right hand of the most high God. (Matt. 1:18, 22-23; John 1:1-14; Rom. 1:2-4; I Cor. 15:1-4; Heb. 7:22-25, 8:1; I John 2:1).

4. That the Holy Spirit is equal in substance and glory with God the Father and the Son. That the ministry of the Holy Spirit is to glorify the Lord Jesus Christ, and during this age to convict man, regenerate sinners, indwell, guide, instruct, and empower believers for godly living and service. (John 14:16,26, 16:7-14; Rom. 8:9-16,26,27; I John 2:27).

5. That man was created in the image of God, but fell into sin and is therefore lost and can obtain salvation and spiritual life only through regeneration by the Holy Spirit. (Gen. 1:27; John 3:5,7; Rom. 1:18, 3:23, 5:12, 18-19).

6. That salvation is by grace alone, through faith in the shed blood of Jesus Christ, who died for our sins and was raised according to the Scriptures. Those who thus receive Jesus Christ by faith have their sins forgiven and their con-

sciences cleansed, are born of the Spirit, become children of God, are made a new creation in Christ, and are reconciled to God. (John 1:12-13, 3:5,6,8; Rom. 3:25; I Cor. 15:3-4; II Cor. 5:17,20; Eph. 1:7, 2:8-9; Heb. 9:14; I John 1:9).

7. That water baptism and the Lord's Supper are ordinances to be observed by the Church during the present age as testimonies before God and man. (Matt. 28:18-19; Rom. 6:1-4; I Cor. 11:23-26)

8. That the Universal Church is composed of all such persons who through saving faith in Jesus Christ have been regenerated by the Holy Spirit and have been united together in the Body of Christ of which He is the Head; and that a local church is to reflect the truth of the Universal Church, particularly in the areas of unity, service, witnessing, and discipleship. (I Cor. 12:13; Eph. 1:23, 2:11-22, 4:1-6).

9. In the certain return of our Lord Jesus Christ in person, and that this "Blessed Hope" has a vital bearing on the personal life and service of the believer. (I Cor. 15:52-58; Titus 2:11-13; I John 3:2-3).

10. In the bodily resurrection of the dead, of believers to everlasting blessedness and joy with the Lord, of unbelievers to judgment and everlasting conscious punishment. (Matt. 25:31-46; John 5:29; I Cor. 15:35-49; Rev. 20:15).

11. That the government of the local church is under the Headship of Jesus Christ and is to be guided by the Holy Spirit based on the Scriptures for the glory of God. (I Cor. 11:3, 12:4-6; Col. 1:18).

12. That a Christian who is born of the Holy Spirit is to live the new life by the power of the Holy Spirit; and that it is his responsibility to yield himself to God, to trust and to live in Him. (John 10:28-29; Rom. 6:13; Gal. 5:16-25; Col. 2:6).

13. That Christian living includes Christian service; the winning of souls around us; and the preaching of the Gospel unto the uttermost parts of the world. To carry out these ministries, the supernatural power of the Holy Spirit is needed. This power is granted to every believer as he yields to and trusts in God. Prayer is, therefore, most important among all services. (Matt. 28:18-20; John 14:12-14; Acts 1:8, 5:32; I Cor. 12:7; Eph. 3:20, 6:18-19).

14. That marriage is a sacred covenant between one man and one woman

established by God for a lifetime. Marriage is a gift from God for the purpose of companionship, mutual intimacy, procreation, and representing Christ's love for his church. (Eph. 5:22-28; 1 Cor. 7:2-4, Gen. 1:27-28, 2:18-25)

ARTICLE II GOVERNMENT

The members of the Chinese Bible Church of Maryland (the "Church") shall acknowledge the Lordship of Jesus Christ and obey Him in matters of faith, practice, Church government, and discipline. The pastors and elders of the Church shall be men appointed based on Scriptural principles and through prayerfully seeking the will of God. (1 Tim. 3:1-7; Titus 1:5-9; 1 Peter 5:1-3). The deacons of the Church shall be appointed based on Scriptural principles and through prayerfully seeking the will of God (Acts: 6:1-6; 1 Tim. 3:8-13). The board of trustees is required for incorporation in the State of Maryland, shall consist of members of the board of elders and certain deacons (as set forth in Article III, Section 1 below), and shall have such authority as conferred by the laws of the State of Maryland. The Church shall be governed by the board of elders, which shall consist of certain ordained pastors and all lay elders (as set forth in Article IV, Section 1 below) and shall care for and oversee the Church with an emphasis on spiritual matters. The board of deacons shall carry out the administration of various Church ministries under the oversight and authority of the board of elders.

ARTICLE III BOARD OF TRUSTEES

Section 1 Number

The board of trustees of the Church shall consist of (i) members of the board of elders and (ii) one deacon selected by the board of trustees from each of the following three departments of the Church: secretary, finance, and physical facilities. The board of trustees may select any other deacons to serve as trustees. The board of trustees may increase or decrease the number of trustees from time to time, but the number of trustees shall not be less than six (6).

Section 2 Duties

The board of trustees shall:

- A. purchase, acquire by gift or bequest, manage, use, lease, mortgage, sell, or transfer the assets of the Church in the manner that the trustees consider most conducive to the interests of the Church;

- B. propose and consider amendments to the articles of incorporation or

bylaws of the Church;

C. distribute the assets of the Church upon its dissolution in accordance with the requirements in the articles of incorporation of the Church;

D. enter into contracts in connection with the performance of its duties; and

E. perform all lawful acts that by law, the articles of incorporation of the Church, or these bylaws are directed or required be exercised or performed by, or are conferred upon or reserved for, the board of trustees.

Section 3 Voting and Quorum

Each trustee shall have one (1) vote. The presence of a majority of the trustees then in office shall constitute a quorum for the transaction of business at all meetings of the board of trustees, and the act of three-fourths (3/4) of the trustees present at any meeting at which there is a quorum shall be the act of the board of trustees, except as otherwise provided by law or these bylaws.

ARTICLE IV BOARD OF ELDERS

Section 1 Number

The board of elders of the Church shall consist of a limited number of ordained pastors of the Church, as determined by the board of elders, and lay elders (hereinafter referred to as "elders"). The number of elders shall not be less than sixty percent (60%) of the number of the members of the board of elders.

Section 2 Voting and Quorum

Each member of the board of elders shall have one (1) vote. The presence of a majority of the members of the board of elders then in office shall constitute a quorum for the transaction of business at all meetings of the board of elders, and the act of three-fourths (3/4) of the members of the board of elders present at any meeting at which there is a quorum shall be the act of the board of elders, except as otherwise provided by law or these bylaws.

Section 3 Duties

The board of elders shall manage the affairs of the Church with an emphasis on spiritual matters. (Acts 20:28; I Peter 5:1-3). They shall nurture the spiritual growth of believers, plan the direction of the Church, oversee the board of deacons in the administration of Church ministries, accept and discipline members,

oversee the finance of the Church, and approve the Church's operations policy and procedure manual. (Matt. 18:12-17; Acts: 20:28; II Cor. 2:5-11; Gal. 6:1; I Tim. 3:1-7, 4:14, 5:17; I Peter 5:1-3).

Section 4 Special Committees and Appointments

In the event of a vacancy in the board of elders or board of deacons, or the resignation or removal of a pastor, the board of elders shall establish one or more special committees or appoint one or more individuals to fulfill the needs of the Church until a replacement is found.

ARTICLE V PASTORS

Section 1 Qualifications

A pastor of the Church shall be a man who is called to the ministry, meets the Scriptural qualifications of a teaching elder, and demonstrates the ability to carry out the stated purposes of the Church. A pastor and, if married, his wife shall be supportive of the doctrine and ministry of the Church (Matt. 28:18-20; I Tim. 3:2-7; Titus 1:5-9).

Section 2 Number

The pastors of the Church may include a senior pastor, associate pastor(s), and assistant pastor(s). The board of elders shall determine the number of pastors based on the stage of growth and the needs of the Church.

Section 3 Appointment

A pastor shall be appointed in accordance with the following procedures:

- A. The board of elders shall appoint a pastor search committee to search for prospective candidates.
- B. The choice of the pastor search committee shall meet the unanimous approval of the board of elders before a recommendation may be made to the members.
- C. A special period of fasting and prayer shall be conducted by the whole Church.
- D. A special membership meeting shall be convened. No more than one pastoral candidate for each position shall be considered at such a meeting and the confirmation of the pastoral candidate shall require the affirmative vote of at

least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. Upon confirmation, a pastor and, if married, his wife shall automatically become regular members if they are not already regular members.

E. The board of elders, acting on behalf of the Church, shall enter into an agreement with the confirmed pastor specifying the terms of his office.

E. A pastor, to be ordained by the Church, shall pass an examination process with unanimous approval of the board of elders or a committee designated by the board of elders to ensure doctrinal and theological conformity to the Church's Statement of Faith.

Section 4 Term

A pastor shall serve for an initial period of two (2) years. Upon satisfactory completion of the two year initial period and unanimous approval by the board of elders, a pastor shall serve indefinitely or until his earlier resignation or removal. Such approval shall be announced to members of the Church. A limited number of ordained pastors designated to serve on the board of elders shall serve on the board as long as they are pastors of the Church.

Section 5 Duties

The primary tasks of a pastor shall be preaching the Word of God, giving attention to prayer, equipping the members for the work of ministry, and building up the body of Christ. (Acts 6:2,4; Eph. 4:11-16; I Tim. 5:17; II Tim. 2:2, 4:2)

The senior pastor shall be a spiritual leader of the Church, serving as the chairman of the board of trustees, the board of elders, and the board of deacons and an ex-officio member of all Church groups. He shall also serve as the supervisor of the entire pastoral (ministerial) staff.

Section 6 Resignation

A pastor may resign at any time by giving at least six (6) months' prior written notice to the board of elders, unless otherwise waived by the board of elders.

Section 7 Removal

A pastor shall be removed from the board of elders and his service shall be terminated when his life and testimony have become contrary to the teaching of the Word of God or for other detriments. The removal and termination of service of

a pastor shall be effected at a meeting of the board of elders by a unanimous affirmative vote of all members of the board of elders other than such pastor. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the determination of the removal and termination of service of a pastor. Before any pastor may be removed and his service may be terminated, written charges specifying the alleged sufficient cause that is detrimental to the best interests of the Church shall be filed with all other pastors and elders. A copy thereof shall be served on the pastor charged and he shall be given the opportunity, at a meeting of the board of elders, to be heard on the subject of the charges. The decision of the board of elders on removal and termination of service shall be considered as final.

ARTICLE VI ELDERS

Section 1 Qualifications

Any male regular member of the Church who meets the biblical qualifications of an elder may be nominated to be an elder of the Church. (I Tim. 3:1-7; Titus 1:5-9; I Peter 5:1-3).

Section 2 Number

The board of elders shall determine the number of elders based on the stage of growth and the needs of the Church.

Section 3 Appointment

The board of elders shall nominate candidates to be elders. An elder candidate, prior to nomination, shall go through an examination process by the board of elders or a committee designated by the board of elders to ensure doctrinal and theological conformity to the Church's Statement of Faith. A special period of fasting and prayer by the whole Church shall then be conducted. (Acts 14:23). Thereafter, a membership meeting shall be convened and the confirmation of elders shall require the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. An elder thus confirmed shall be ordained by the pastors and the then existing elders.

Section 4 Term

An elder shall serve indefinitely or until his earlier resignation or removal. An elder may request the board of elders to grant him a sabbatical leave of up to

one (1) year after every four (4) or more consecutive years of service.

Section 5 Duties

In addition to the duties described in Article IV, Section 3, an elder shall assist the pastors in caring for the congregation of the Church, visiting the sick, and praying for them. An elder shall teach the Word of God, shall be an example of the congregation in words and in deeds, and shall be hospitable to all.

Section 6 Inactivation

The board of elders shall place an elder in "inactive" status if he (i) has missed three (3) consecutive regular meetings of the board of elders without the prior unanimous approval of the board of elders and (ii) has failed to actively participate in Church functions such as Sunday worship services, Sunday school, and prayer meetings. An elder may also request to be designated as "inactive" for legitimate reasons such as personal health, family needs, job transfer, and missionary services. An inactive elder shall be relieved of all decision-making and oversight responsibilities of the board of elders.

Section 7 Reactivation

An inactive elder may submit a written request for reactivation to the board of elders. Upon the unanimous approval of such request by the board of elders, the inactive elder shall serve a three-month reactivation period during which time he shall attend the official meetings of the Church as an observer (including those of the board of trustees and the board of elders) and assume specific ministries assigned, but shall not participate in any decision-making process. If an elder has been inactive for more than five (5) years for any reason, his reactivation shall also require the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. Upon the completion of the three-month reactivation period and, if required, the confirmation of regular members, the inactive elder shall resume the decision-making and oversight responsibilities of the board of elders.

Section 8 Resignation

An elder may resign at any time by giving at least three (3) months' prior written notice to the board of elders. An elder who has resigned may be re-appointed according to the provisions of Section 3 of this Article VI.

Section 9 Removal

An elder shall be removed when his life and testimony have become contrary to

the teaching of the Word of God or for other detriments. The removal of an elder shall be effected at a meeting of the board of elders by a unanimous affirmative vote of all members of the board of elders other than such elder. (I Tim. 5:19-20). The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of an elder. Before any elder may be removed, written charges specifying the alleged sufficient cause that is detrimental to the best interests of the Church shall be filed with the board of elders. A copy thereof shall be served on the elder charged and such elder shall be given the opportunity, at a meeting of the board of elders, to be heard on the subject of the charges. The decision of the board of elders on removal shall be considered as final.

ARTICLE VII BOARD OF DEACONS

Section 1 Qualifications

Any regular member of the Church who meets the biblical qualifications of a deacon may be nominated to be a deacon. (Acts 6:1-5; I Tim. 3:8-13).

Section 2 Number and Departments

The board of elders shall appoint one or more deacons to carry out the ministries of each Church department. The board of elders shall determine the number and types of departments of the Church, which may consist of caring, Christian education, evangelism, fellowship, finance, hospitality, literature, missions, physical facilities, secretary, service, transportation, worship, and such other departments as the board of elders deems necessary or appropriate.

Section 3 Appointment

The board of elders shall nominate candidates to be deacons. Five (5) or more regular members of separate families may jointly submit the names of candidates for consideration by the board of elders before the nomination. A deacon shall be confirmed by the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. In the event of a vacancy in the board of deacons for any reason, including an increase in the number of deacons, a new deacon shall be appointed in accordance with the foregoing procedures to serve the remaining term of the office.

Section 4 Term

A deacon shall serve for a term of one (1) year or until his or her successor is confirmed, or until his or her earlier resignation or removal. A deacon, if re-nominated by the board of elders and reconfirmed by regular members, may

serve a maximum of three (3) successive terms, except as otherwise authorized by the board of elders.

Section 5 Voting and Quorum

Each deacon shall have one (1) vote. The presence of a majority of the deacons then in office shall constitute a quorum for the transaction of business at all meetings of the board of deacons, and the act of three-fourths (3/4) of the deacons present at any meeting at which there is a quorum shall be the act of the board of deacons, except as otherwise provided by law or these Bylaws.

Section 6 Duties

Deacons shall direct the affairs of their respective departments under the oversight and authority of the board of elders. (Acts 6:1-6). Any policy decision of the board of deacons which relates to the direction of the Church shall be subject to the approval of the board of elders. Deacons shall form their own departmental committees with the assistance of the board of elders to ensure that the greatest number and the most appropriate utilization of spiritual gifts may be achieved in the Church. The board of deacons shall approve the annual budget of the Church.

Section 7 Resignation

A deacon may resign at any time by giving at least three (3) months' prior written notice to the board of elders, unless otherwise waived by the board of elders.

Section 8 Removal

A deacon shall be removed when his or her life and testimony have become contrary to the teaching of the Word of God. The removal of a deacon shall be effected at a meeting of the board of elders by a unanimous affirmative vote of all members of the board of elders. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of a deacon. Before any deacon may be removed, written charges specifying the alleged sufficient cause that is detrimental to the best interests of the Church shall be filed with the board of elders. A copy thereof shall be served on the deacon charged and such deacon shall be given the opportunity, at a meeting of the board of elders, to be heard on the subject of the charges. The decision of the board of elders on removal shall be considered as final.

ARTICLE VIII BOARD MEETINGS

Section 1 Place of Meeting

The board of trustees, board of elders, and board of deacons (hereinafter individually and collectively referred to as the "Board") shall hold meetings at the Church or at such other place as the board shall select.

Section 2 Action by Consent

Any action required or permitted to be taken at any Board meeting may be taken without a meeting if a written consent to such action is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Church.

Section 3 Meetings by Telephone

The Board may participate in a meeting by means of a conference call or by similar communication means, provided that all members of the Board participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence at such meeting.

ARTICLE IX SALARIED STAFF

Section 1 Establishment of Positions

The board of elders shall determine the positions and responsibilities of all salaried staff, such as staff pastors, ministerial personnel, ministerial interns, and other ministry supporting staff of the Church.

Section 2 Ministerial Personnel and Ministerial Interns

All ministerial personnel of the Church shall be appointed in a similar manner as pastors in accordance with Article V, Section 3. Ministerial interns shall be selected by the board of elders.

Section 3 Other Ministry Supporting Staff

All personnel to be hired in various departments shall be selected by the respective department deacons and secretarial personnel shall be selected by the senior pastor and the secretary of the board of deacons. Such selections shall be made according to the Church's personnel guidelines and approved by the board of deacons.

ARTICLE X COMPENSATION

No trustee, elder, or deacon of the Church shall receive compensation for serving in such capacity. Pastors and staff of the Church shall receive reasonable compensation for services rendered to the Church according to the compensation policy of the Church. The budget for the compensation of pastors and staff shall be approved by the board of deacons and confirmed by the affirmative vote of three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum. A trustee, pastor, elder, deacon, or staff may be reimbursed for reasonable expenses incurred in representing or furthering the purposes of the Church, in accordance with the Church's operations policy and procedure manual.

ARTICLE XI SELF INTEREST CONTRACTS

No trustee, pastor, elder, deacon, or staff shall be financially involved, directly or indirectly, in any contract relating to the operations conducted by the Church, nor in any contract for furnishing services or supplies to the Church, except that a pastor or staff may enter into an employment agreement with the Church.

ARTICLE XII CHURCH MEMBERSHIP

Section 1 Types

The Church shall have two (2) types of members: regular members and affiliated members. Regular members shall be members who are at least eighteen (18) years of age and affiliated members shall be members who are under eighteen (18) years of age.

Section 2 Qualifications

Before a person may be admitted as a member of the Church, the person:

- A. shall confess Jesus Christ to be his or her personal Savior and Lord and shall have demonstrated satisfactory evidence of a new life in Christ in his or her daily life;
- B. shall have been baptized in the name of the Father, the Son, and the Holy Spirit;
- C. shall have regularly attended the worship services and Sunday school classes of the Church for the preceding three (3) months;
- D. shall subscribe to the Statement of Faith set forth in Article I; and

E. shall be in general agreement with the purposes, direction, administration, and discipline of the Church.

Section 3 Application Procedures

A Bible believer who has been baptized and desires membership in the Church shall complete an application form designed by the Church for this purpose to affirm his or her desire and qualifications, secure the signatures of two (2) regular members who recommend him or her, and attend a membership class satisfactorily. Upon receipt of the membership application, the board of elders shall interview and examine the applicant. Upon approval by the board of elders, the applicant shall be admitted as a member. If the applicant is at least eighteen (18) years of age, the applicant shall be admitted as a regular member; otherwise, the applicant shall be admitted as an affiliated member.

If an applicant has not been baptized but is otherwise found fully qualified, the applicant shall be accepted as a Church member immediately after his or her baptism.

Section 4 Rights

Only regular active members shall have the right to vote and shall be eligible to serve as elders, deacons, cell group leaders, Sunday school teachers, co-workers of the Church's finance department, or other officers of the Church.

Section 5 Duties

A member shall:

A. desire to share in the responsibility of maintaining and developing the Church through regular attendance, constant prayer, financial giving, and use of his or her spiritual gifts;

B. maintain a regular devotion in Bible reading and prayer to seek God's will and blessings both for his or her individual life and for the Church and its leadership; and

C. regularly ask the Lord to help him or her and all members grow in obedience to Him in all areas of life, particularly in love for one another and the fulfillment of the Great Commission. (Matt. 28:19,20; John 13:34-35).

Section 6 Discipline and Restoration

Discipline is a function of the Church. (I Cor. 5:1-13; Gal. 1:8-10). It implies

instruction and correction. The purpose is to strengthen and perfect the character of members and to avoid the wrath of God. The motivation is love, with a view to restore, and to deter others from like offenses. (Rev. 3:19). Ecclesiastical censure applies primarily to public sins, such as knowingly holding heretical doctrines, knowingly living immoral lives, or repeatedly disturbing the unity of the Church.

The first steps involve private conference and admonition and attempted correction. (Matt. 18:15). If the member refuses to repent, the board of elders shall take steps of censure, such as removal from teaching positions, removal from active member status, and suspension from partaking of the Lord's Supper. The step of censure depends on the nature of the sin and the demerit of the person.

The ultimate goal is to restore the fallen member who has shown evidence of repentance and taken steps to correct the offense. (II Cor. 2:6-8). After meeting with the penitent member, the board of elders shall advise the member of restoration and, if necessary, inform the congregation of the same.

Section 7 Termination and Inactivation

A member may withdraw his membership voluntarily by giving notice to the board of elders. If a member has moved away and has transferred his or her membership to another local church, his or her membership in the Church shall effectively cease. If a member is absent from the worship services of the Church for six (6) consecutive months and two (2) consecutive membership meetings for any reason not approved by the board of elders, his or her regular membership shall automatically become inactive. An inactive member shall have no right to vote. An inactive member may have his or her status reactivated by submitting a written request to the board of elders. Upon approval of the board of elders, such member shall be reactivated and notified in writing of such reactivation.

Section 8 Change from Affiliated Member to Regular Member

An affiliated member in good standing may become a regular member upon reaching eighteen (18) years of age by giving written notice to the board of elders. Upon approval of the board of elders, such member shall be reclassified as a regular member and notified in writing of such reclassification.

Section 9 Regular Meetings

Regular membership meetings shall be conducted at least once a year to confirm elders or deacons; to receive ministerial and financial reports from the board

of trustees, board of elders, and board of deacons; to pray; to seek the will of the Lord; and to consider matters concerning the Church as a whole, such as the calling of a pastor and the acquisition or construction of a new Church building. Five (5) or more regular members of separate families may jointly submit to the board of elders any additional proposal to be considered at a regular membership meeting at least two (2) weeks before the meeting. If at least three-fourths (3/4) of the board of elders deem such proposal to be advisable, the board of elders shall adopt a resolution which declares that such proposal is advisable and post such proposal at least one (1) week before the regular membership meeting.

Section 10 Special Meetings

The board of trustees or the board of elders may call a special membership meeting at any time as it deems necessary.

Section 11 Notice

Notice of the date, time, place and purpose of a membership meeting shall be announced at the Sunday worship services and posted at the Church bulletin board at least four (4) weeks before the meeting, except as provided below:

A. In the case of an emergency, the board of trustees or board of elders may make the announcement and post the notice less than four (4) weeks before the membership meeting, provided that any preliminary resolutions adopted at such emergency meeting shall require the confirmation and ratification of regular members at a subsequent membership meeting.

B. Notice of the date, time, place and purpose of a membership meeting called to consider an amendment to the articles of incorporation or bylaws of the Church shall be provided in writing and delivered in person to each regular member or mailed to each regular member at his or her address as it appears in the Church records at least ten (10) days before the meeting. Notice may also be delivered electronically via confirmable email or facsimile.

Section 12 Voting and Quorum

Each regular member shall have one (1) vote. Voting may be conducted with paper ballots, absentee ballots and/or electronic transmission.

The presence of a majority of the regular members shall constitute a quorum for the transaction of business at all membership meetings, and the act of a majority

of the regular members present at any membership meeting at which there is a quorum shall be the act of the membership, except as otherwise provided by law, the articles of incorporation of the Church, or these bylaws. If a quorum is not present at any membership meeting, the meeting shall be adjourned until a quorum can be attained.

Section 13 Exception

Actions of the members may be taken outside of a meeting by the affirmative consent, in writing or by electronic transmission, of the members entitled to cast a vote, subject to the requirement that we receive not less than the minimum number of votes that would be necessary to authorize or take the action at a members meeting at which all members entitled to vote on the action were present and voted.

ARTICLE XIII GROUPS

The board of elders may authorize the organization of cell groups, fellowship groups, and other groups to achieve specific goals and further the ministries of the Gospel. The purposes of each group shall be consistent with the purposes, principles and practices of the Church and the bylaws of a group, if any, shall be subject to the approval of the board of elders. The board of elders may appoint sponsor(s) to oversee the groups, help establish their stability and promote their growth, and assure their conformity with the purposes, principles, and practices of the Church. Except for the officers of groups established for persons under the age of eighteen (18), all sponsors and officers of the groups shall be regular members of the Church.

ARTICLE XIV ORDINANCES

Section 1 Baptism

Baptism by immersion, sprinkling, or pouring is recognized and practiced as a Scriptural ordinance to signify the union with Christ in His death, burial and resurrection. (Matt. 28:19; Acts 2:38, 41, 8:12, 36-38; Rom. 6:1-7).

Section 2 The Lord's Supper (Communion)

The Lord's Supper (Communion) shall be observed regularly. Everyone who is redeemed by the blood of Christ shall be welcomed to participate in the Lord's Supper, but unbelievers shall be advised to refrain from participation. (I Cor. 11:27-29).

ARTICLE XV FINANCE

Section 1 Sources of Support

The Church ministry shall be supported by voluntary offerings. Members shall be encouraged to give cheerfully in accordance with Scriptural teaching and God's blessings. No offerings shall be solicited from unbelievers outside the Church. (Prov. 15:8; II Cor. 9:7-8; Phil. 4:19).

Section 2 Deposit of Funds

All funds of the Church not otherwise employed shall be deposited in such bank (s) or financial institution(s) as the board of deacons may determine from time to time for the purpose of safe holding until such opportunity arises to use said funds for furthering the Church's stated purposes.

Section 3 Checks and Other Documents

All checks, drafts, notes, and evidence of indebtedness of the Church shall be signed by at least two of the active deacons and elders who are designated from time to time by the board of deacons to have signatory authority.

ARTICLE XVI FISCAL YEAR

The fiscal year of the Church shall be from January 1 to December 31 of each year.

ARTICLE XVII NOTICES

Section 1 Delivery

Except as otherwise provided by law, the articles of incorporation of the Church, or these bylaws, notice required to be given to any party shall be given in writing; by mail, personal delivery, messenger delivery, or private overnight mail service, addressed to such party at his or her address as it appears on the records of the Church. Notice may also be delivered electronically via confirmable email or facsimile.

Section 2 Waiver of Meeting Notice

Whenever any notice is required to be given by law, the articles of incorporation of the Church, or these bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to

such notice. In addition, any member of the board of trustees, board of elders, or board of deacons, or any Church member who attends a meeting without protesting such lack of notice at the commencement of the meeting shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XVIII AMENDMENT

Any amendment to the bylaws of the Church shall be made in accordance with the following procedures:

1. At least three-fourths (3/4) of the board of trustees proposing to amend the bylaws of the Church shall adopt a resolution which declares that the amendment is advisable and call a membership meeting to vote on the amendment.
2. Five (5) or more regular members of separate families may jointly submit a proposed amendment to the bylaws to the board of trustees. If at least three-fourths (3/4) of the board of trustees deem the proposed amendment to be advisable, the board of trustees shall adopt a resolution which declares that the proposed amendment is advisable and call a membership meeting to vote on the amendment.
3. The proposed amendment and the resolution of the board of trustees shall be posted at the Church bulletin board at least four (4) weeks before the membership meeting.
4. A written notice of the time, place, and purpose of the membership meeting shall be given to each regular member of the Church by delivery in person or mailing it to the member at his or her address as it appears in the Church records at least ten (10) days before the membership meeting. Notice may also be delivered electronically via confirmable email or facsimile.
5. The approval of the proposed amendment to the bylaws shall require the affirmative vote of at least three-fourths (3/4) of the regular members present at a membership meeting at which there is a quorum.

ARTICLE XIX MISCELLANEOUS PROVISIONS

Section 1 Severability

If any provision of these bylaws or any section, sentence, clause, phrase, or

word, or the application thereof in any circumstances is held invalid, void, or unenforceable, the validity of the remainder of these bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.

Section 2 Captions

The captions contained in these bylaws are for reference only, are not a part of these bylaws, and are not intended in any way to limit or enlarge the terms and provisions of these bylaws.

