

BYLAWS
Of
Mabel White Memorial Baptist Church, Inc.
A Georgia Nonprofit Corporation

Preamble

Mabel White Memorial Baptist Church is a New Testament Church of the Lord Jesus Christ. We hold the Holy Bible as our authority in matters of faith and practice. We declare and establish these Bylaws for the preservation and security of the principles and core values of our faith; and so that this body may be governed in an orderly manner through the effective and efficient stewardship of the body's time, gifts and resources.

These Bylaws are to guide and direct the Mabel White Memorial Baptist Church organization, governance and operation, based upon biblical principles and practices, in accordance with teachings of the New Testament. They are an effort to preserve and to protect the liberties of each individual member of this Church and the freedom of action of this body. However, the ultimate authority for the Mabel White Memorial Baptist Church organization, governance and operation is the Bible. The criterion by which the Bible is to be interpreted is Jesus Christ.

Article I
Our Purpose

Mabel White Memorial Baptist Church exists to demonstrate the unconditional love of God, to bring people into fellowship with Jesus Christ, and to equip believers to become fully devoted followers of Christ.

Article II
Corporate Identity

The name of the Corporation is Mabel White Memorial Baptist Church, Inc. ("MWMBC"), a non-profit Georgia corporation. The Church maintains its principal office at 1415 Bass Road, Macon, Georgia.

Article III
Affiliation

MWMBC is an autonomous entity and purposefully maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other biblically sound churches, MWMBC voluntarily affiliates with the Georgia Baptist Convention and Southern Baptist Convention and supports the national, state and local endeavors of these Conventions.

Likewise, MWMBC, to accomplish its purpose, may, from time to time, also affiliate with other Christian ministries. Any and all affiliations are to be with churches or organizations that are biblically sound and that are consistent in doctrine and practice with the Preamble and Article I of these Bylaws.

Article IV

Membership

Section 1: General

Church membership is a purposeful commitment to actively function as an appendage of this local body of Christ. The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified themselves with and committed themselves to a particular local body.

In order to implement the principles of accountability and commitment to the local body of Christ, as defined in the New Testament and practiced in the early churches, MWMBC recognizes the need for formal membership. Membership in MWMBC shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

However, any person who is a MWMBC member in good standing immediately prior to the date of the adoption of these By-Laws shall hereby be deemed a member pursuant to these Bylaws and, furthermore, be subject to any and all provisions contained in these Bylaws.

Section 2: Candidacy and Admissions to Membership

Membership in MWMBC shall be open to any person who professes faith in the Lord Jesus Christ as Savior and is in harmony with MWMBC beliefs and practices. An individual may request Membership in public at a MWMBC meeting, or in consultation with either the Senior Pastor or those the Senior Pastor appoints as approved counselors.

- a. Every person requesting membership will be asked to give testimony of his personal relationship with the Lord Jesus Christ.
- b. Any person who is a member of another church associated with the Southern Baptist Convention, or like-minded church, may request that his membership be transferred.

Only when a candidate for membership is deemed acceptable by those appointed by the Senior Pastor (which may be MWMBC Pastors, Elders, or approved counselors), would he be recognized as a member of MWMBC. Furthermore, each candidate for membership must complete the new member orientation class, must have been baptized according to the Bible, and agree to the responsibilities of membership before being admitted to the Membership. MWMBC reserves the right to determine who shall be members of the Church and the conditions of such membership.

By choosing to become a member, that person signifies agreement with and belief in the church's statement of faith and the teachings of the Bible, and that they will seek to conform to the principles of the Bible and these Bylaws.

If no clear evidence of salvation is found, the candidate cannot be accepted into membership. However, MWMBC will diligently seek to demonstrate the unconditional love of God, make every effort to bring the individual into a saving relationship and fellowship with Jesus Christ, and then to membership. (John 3:16; Rom 1:16-17; 10:9-10; Eph. 2:8-9; James 2:14-26)

Section 3: New Member Orientation Class

Periodically, membership classes shall be offered to provide, but shall not be limited to, the following:

- Introduction of Elders, Deacons and Ministerial staff
- History of MWMBC
- Review of Bylaws
- Overview of ministries and insights from selected ministry leaders
- Spiritual gift studies
- Overview of the beliefs and practices of MWMBC
- General Operating Budget
- Leadership and membership responsibilities

Section 4. Membership Roll

In an effort to properly reflect the membership of MWMBC, a membership roll shall be maintained, which contains, at a minimum, the name and contact information of each member (hereinafter called "Members"). The membership roll shall be updated as changes in membership occur and shall be ratified by the Elders at least semi-annually.

Section 5: Voting Rights of Membership

Every Member (except those members who are under the process of Church discipline) shall have the right to vote on the following matters:

- Adoption of the annual General Operating Budget & Capital Spending Plan of the Church
- Election & Annual Reaffirmation of Elders
- Election of Deacons
- Acquisition or disposition of real property assets with a value equal to or greater than 3% of MWMBC Total Assets as reported in the independent financial report for the immediately preceding year
- Merger or dissolution of the Church
- Obtaining new indebtedness in excess of 1% of MWMBC Total Assets, as reported in the independent financial report for the immediately preceding year, and which has not been previously specifically approved
- Amendments to Articles of Incorporation and/or Bylaws of the Church
- Calling or removing of the Senior Pastor
- Matters in which the Elders feel led to seek the Members' affirmation and approval

Every Member 18 years and older is entitled to one vote. Voting by proxy is prohibited.

Section 6: Discipline of Members

MWMBC seeks to "preserve the unity of the Spirit in the bond of peace" (Ephesians 4:3) and to ensure that a full measure of Christian charity, grace and understanding be extended to its members in all circumstances. Furthermore, every reasonable measure should be taken to assist any distressed member. If a circumstance arises in which a member threatens this unity through inappropriate behavior or doctrinal error, the Elders will address the matter with Christian grace and truth, seeking to restore the member to unity, doctrine, and fellowship with the church. The Elders will be guided by the Biblical principles set forth in Matthew 18:15-22.

Section 7: Termination of Membership

MWMBC membership shall be terminated and the member's name removed from the Church roll at the death of the member, transfer of membership to another church, by personal request of the member, or as a result of discipline.

Article V **Meetings of the Membership**

Section 1. Worship Services

The Church shall, at a minimum, meet regularly each Sunday for preaching, teaching and instruction in the Word of God, and for the praise and worship of the risen Lord and Savior Jesus Christ. These meetings will be open for the entire membership of the Church and for all people interested in the Gospel and shall be conducted under the direction of the Senior Pastor.

Section 2. Ordinances of the Church

The Church shall seek to observe the ordinance of the Lord's Supper at least once each quarter. The Lord's Supper shall be an "open communion" to any born again, baptized believer. The ordinance of Baptism should be observed as often as possible for as many as are saved.

Section 3: Membership Business Conferences

Membership Business Conferences shall be held at least twice each year at such time and place as determined by the Elders. Membership Business Conferences shall generally be held on a Wednesday evening or Sunday. The Elders may call a Membership Business Conference at any time for specific purposes of importance to the Membership. Such Conferences shall be noticed according to Section 4 hereof.

Section 4: Notice Requirements for Membership Business Conferences

General Requirements: Whenever Members are required or permitted to take any action at a meeting, notice shall be given to Members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given twice and by different methods as described below, which shall be deemed to be a reasonable method of calling a membership meeting:

1. Distribution of written material to the congregation in attendance at a regularly scheduled worship service (i.e. the bulletin)
2. Announcement of the meeting in a MWMBC newsletter
3. Oral announcement to the congregation at a regularly scheduled worship service
4. Delivery by United States mail to each Member identified on the membership roll.

Notice of Certain Agenda Items: Action by the Members on any of the following proposals is valid only if the notice specified the general nature of the proposal:

1. Selection, rebuke, or dismissal of the Senior Pastor
2. Approval of the General Operating Budget & Capital Spending Plan
3. Adopting, amending or repealing the Bylaws or the Articles of Incorporation
4. Disposing of all or substantially all of MWMBC assets
5. Approving the acquisition of real property and related indebtedness
6. Approving the election to dissolve MWMBC.
7. Any change of MWMBC's affiliation with the Georgia Baptist Convention or the Southern Baptist Convention
8. Any change to the name of MWMBC

Section 5: Quorum

In order to conduct an official vote at a Membership Business Conference, a quorum must be present. A quorum shall be defined as 10% of the Members eligible to vote as determined by the Membership role last ratified in accordance with Article IV, Section 4.

Section 6: Voting

MWMBC action shall be by concurrence of a majority of the votes cast, except for the calling or removal of the Senior Pastor which shall require an affirmative vote of three-fourths (3/4) of the votes cast, and the amending of the Articles of Incorporation or By-Laws which shall require an affirmative vote of two-thirds (2/3) of the votes cast. In order to have a binding vote on any issue, the total votes cast must equal or exceed a quorum.

Section 7: Rules of Order

The rules and procedures of all Membership Business Conferences shall be of common courtesy with the right of full expression of the body both as a whole and individually. All business will be conducted in a spirit of Christian love and understanding. It shall be the obligation of the moderator to assure that all meetings adhere to such. Any activity otherwise shall be ruled out of order. Normally, *Robert's Rules of Order* shall be the accepted pattern for the transaction of all church business.

The Moderator for all MWMBC meetings shall be the Chairman of the Elders. In the absence of the Chairman of Elders, the Vice-Chairman of Elders will serve as the Moderator.

MWMBC meetings are open to any MWMBC Member desiring to attend. Visitors and nonmembers may be dismissed before meetings commence, which dismissal shall be at the discretion of the Moderator.

Article VI

Church Leadership

Section 1: Overview of Church Leadership

The Elders have authority over all matters of MWMBC as directed by the Membership through these Bylaws. Deacons will assist the Pastors and Elders in meeting the ministerial and administrative needs of the Church as they arise. The Elders, as directed and authorized by these Bylaws, will oversee legal and financial matters and provide for the care and maintenance of all assets of MWMBC. Committees will be appointed by the Senior Pastor, and ratified by the Elders, to provide counsel and oversight to specific business functions of MWMBC. Ministry Teams will be established to perform specific functions or ministry as required from time to time.

Section 2: The Office of the Senior Pastor

The office of the Senior Pastor is that of a Preacher, to proclaim the whole Gospel through the preaching and teaching of the Word of God; a Bishop, to superintend the work of the church and oversee its various ministries; a Pastor, to be shepherd of the flock under the Chief Shepherd Jesus Christ; and a Minister, to serve the people for Jesus' sake. The Senior Pastor is responsible to lead MWMBC to function as a New Testament Church and ultimately achieve its Purpose. He shall have general oversight of MWMBC in all areas of its work and serve as an ex-officio member of all committees or ministry teams. The Senior Pastor shall be held to the same biblical qualifications as an Elder at large and will serve as Chairman of the Elders.

The Senior Pastor, with counsel from the Elders and Personnel Committee, shall have final authority in the matter of employing and dismissing the personnel that are necessary for the administration and ministry of the church.

Term of Service for the Senior Pastor: The Senior Pastor shall be called to serve MWMBC for an indefinite period of time and may resign the care of MWMBC upon giving reasonable notice to the Church. MWMBC will have the right to dispense with his services upon giving similar reasonable notice.

Pastor Search Committee: In the event of a vacancy in the Senior Pastorate, a Search Committee shall be established. The Search Committee will be responsible for screening all resumes, interviewing applicants, and confirming the qualifications and experience of top candidates. The Elders will be consulted during the search process. The Elders shall empower the Vice Chairman of the Elders or the Chairman of the Personnel Committee to negotiate with the candidate based on directives from the Elders.

The Pastor Search Committee will be comprised of the Vice Chairman of the Elders, Chairman of the Deacon Fellowship, and Chairman of the Personnel Committee, with two (2) members at large being selected by each of these leaders. In the event of a vacancy in any one of these positions, the Elders shall, by unanimous agreement, select a Godly member to fill such vacancy.

Once the Pastor Search Committee has selected a candidate and the candidate has been presented and unanimously accepted by the Elders, the candidate shall be presented to the Deacons for affirmation by a three-fourths (3/4) majority of the votes cast. If a positive affirmation is obtained, the Committee will then bring its recommendation to the Members; an affirmative vote, by written ballot, of three-fourths (3/4) of the votes cast is necessary for the calling and affirmation of the Senior Pastor.

The Church may declare the office of Senior Pastor vacant if circumstances other than the Senior Pastor's resignation or death dictate such. Such action shall take place at a Membership Business Conference called for that purpose, with notice pursuant to Article V Section 4. A Membership Business Conference for this express purpose may be called only upon the affirmative vote and recommendation of three-fourths (3/4) of the Elders, excluding the vote of the Senior Pastor, or three-fourths (3/4) of the Deacon Fellowship or by written petition signed by not less than one-third (1/3) of the Members. The moderator of this meeting shall be the Vice Chairman of the Elders or, in his absence, the Chairman of the Deacon Fellowship. The vote to declare the office of Senior Pastor vacant shall be by written ballot with three-fourths (3/4) affirmative vote of the total votes cast, provided that in order to have a binding vote, the total votes cast must equal or exceed a quorum.

Article VII

Elders

Section 1: General Scope & Qualifications

MWMBC seeks to be a New Testament Church committed to the teachings of the Bible. No other authority or tradition is to guide the means, faith, or structure of the Lord Jesus Christ's Church. The pastoral and administrative structure for a New Testament Church is to utilize a plurality form of leadership. MWMBC will follow this scriptural example.

To achieve this New Testament model, MWMBC requires qualified men to serve as Elders (Titus 1:5-9; 1 Peter 5:1-5). Each man shall demonstrate a desire to live according to the Biblical moral and spiritual qualifications of an Elder. Selection will be based on biblical directives such as: character (1 Tim. 3:1-10), giftedness (1 Corin. 12:12-31), function (Romans 12:3-8) and results (Eph. 4:11-16). Elders must be publicly installed into office (1 Tim. 5:22; Acts 14:23), and they must be motivated and empowered by the Holy Spirit to do their works of ministry (Acts 20:28). After review, examination, and appointment, as described in this Section, men affirmed by MWMBC to serve as Elders shall constitute the "Elders". To effectively perform their duties, the Elders need the prayers, support (1 Tim. 5:17-18) and assent of members of MWMBC (Heb. 13:17). MWMBC is called upon to honor their Elders and to protect them against false accusations (1 Tim. 5:19; Luke 12:47-48).

None among us claims perfection in adherence to these qualifications, yet they do express the sincere desire of the heart of the Elder and the church's expectation of each Elder.

The government of this Church, under the leadership of the Holy Spirit, shall be vested in the Elders (except in matters reserved to the Members, as defined in these Bylaws). The Elders shall be elected as provided in the Articles of these Bylaws, and the Elders shall appoint oversight committees and corporate officers. While the Bible indicates that Elders bear the ultimate responsibility for the watch care of the Church, the corporate officers and oversight committees, established and appointed by the Elders, shall have authority, as specifically delegated by the Elders, to oversee legal and financial matters and provide for the care and maintenance of all properties owned by MWMBC.

The Holy Spirit shall call specific men to serve as Elders, and we will consider these men adequate to serve as our Elders. Each Elder, upon election, shall be asked for a three-year commitment, subject to review, recommitment and re-affirmation by the Members each year. During the period of annual review, both the individual and the other Elders shall evaluate his continued service as an Elder, again considering the Biblical qualifications as well as any personal factors that might affect his service. An individual's service as an Elder may be discontinued by his own decision, or by a two-thirds (2/3) vote of the other Elders.

An at large Elder candidate must have been a member of MWMBC for at least three (3) years.

Those Elders renewing their annual commitment would again be presented to the Church members for affirmation and dedication. A person's leaving the Elders would not preclude his service as a future Elder, subject to the regular Elder election process.

It is the Elders' responsibility to discipline or remove any Elder member who no longer fulfills the qualification of an Elder, who fails to fulfill his responsibilities, or who violates the intent of these Bylaws. Discipline or removal shall be by a two-thirds (2/3) vote of all Elders (except the Elder being disciplined or removed).

The Senior Pastor shall be a voting member of the Elders, and by nature of his position as Shepherd of the flock, shall serve as Chairman of the Elders and President of the Corporation. No staff personnel, except the Senior Pastor, may serve as an Elder. Additionally, no person may serve simultaneously as an active Deacon and an Elder.

Section 2: Number and Term

The authorized number of Elders shall be, until changed by amendment to these Bylaws, such number as may from time to time be authorized by resolution of the Elders, provided that such number, excluding the Senior Pastor, shall not be less than six (6), nor more than eight (8). The Elders shall consist of the Senior Pastor and the Elders elected at large. Initially, the Elders will consist of seven (7) Elders elected at large.

The rotating terms of service for the Elders elected at large shall be three (3) years. A term of service will normally begin on October 1, unless otherwise determined by the Members. An Elder who has completed a term shall, after one year, be eligible for re-election to the active body.

Section 3: Duties

It is the Elders' duty to exercise personal holiness. Elders shall oversee, lead, shepherd, and care for the spiritual condition of the Church, as set forth in the Bible (I Timothy 5:17; Titus 1:9; I Peter 5:1-2). The Elders may delegate selected ministry oversight to an appointed Pastor or ministry team.

Specific Responsibilities:

1. **Shepherd the Flock.** Serving in all humility, Elders are to guide, direct, guard and protect the members of the body, seeking to meet their needs and assist in any way possible, warning against harmful influences and guarding against false teachers. (Acts 20:35). This would include assisting the Pastors with identifying and directing the church's mission and priorities, reviewing major church expansion plans and ministry plans and programs.
2. **Lead Through Example.** Elders are to provide a Scriptural role model and are to set a pattern before the flock of a rightly ordered life - with a single purpose, to glorify God. (1 Timothy 3:4-5; 5:17)
3. **Teach and Exhort.** Elders are to see that the flock is fed through insightful and accurate Biblical instruction and admonition. (1 Timothy 3:2; Titus 1:9-16; John 21:17)

4. Refute Those Who Contradict Truth. Elders are to confront those who are teaching what they should not teach or who are continuing in a pattern of behavior contradictory to Biblical truth. Thus, Elders are to keep closing potential entrances for Satan, so that the truth of Christ will remain credible to both the congregation and the community. (Acts 20:17, 28-31; 1 Thes. 5:12)
5. Oversee and facilitate Ordination, Licensing and Commissioning. Any man, who as a Member gives testimony that he is called of God to the work of the ministry, will be reviewed by the Elders. The Senior Pastor and a Presbytery appointed by the Elders may authorize ordination only after proper and thorough examination.
6. Manage the Church of Jesus Christ for the glory of God. Elders are to oversee the life of the Church, with the assistance of other godly leaders. They must be people who can "rule well". Deacon qualified men are to be selected to assist the Elders in the ministry of the Church. (1 Timothy 5:17) In addition, Elders are to:
 - i. Interpret the Bylaws and written policies of the Church and to review those documents, recommending any revisions or adjustments necessary to the Bylaws and policies to maintain their effectiveness;
 - ii. Insure that all Committees and Ministry Teams are operating in compliance with the Bylaws and written policies of the Church;
 - iii. Approve the annual General Operating Budget & Capital Spending Plan before it is presented to the Church to insure that the strategies and guiding principles of the Church are being reflected by the budget;
 - iv. Review regularly (quarterly at a minimum) the ongoing financial status of the Church;
 - v. Oversee any and all other matters of import or concern to the spiritual, physical and fiscal health of MWMBC.
7. The Elders shall function as the trustees of MWMBC. They shall manage or specifically delegate to corporate officers, the management of property, both real and personal, as fiduciaries. They shall represent MWMBC in all legal matters. They will elect corporate officers and may specifically delegate the authority for executing legal documents to specific corporate officers; however, the delegation of such authority does not transfer responsibility from the Elders.

An Elder, like a church member, has no individual authority but must act together with other Elders, as a body, to represent the best interest of the Church. The Elders passing a "resolution" authorize all actions. The Elders have complete authority to govern the secular areas of the Church, except in matters that are either delegated as noted above, or reserved to a vote of the Church membership. The Elders may also establish various advisory committees to assist them in both administrative and ministry matters and to specifically provide oversight to an administrative area of the church.

The Elders shall have any other duties and responsibilities that are described in these Bylaws.

Section 4: Vacancy

If a vacancy occurs among the Elders, the vacancy may be filled by a three-fourths (3/4) vote of the remaining members of the Elders. The man selected to fill the vacancy shall be chosen from the nominees last presented to the Church and shall serve until the next Annual Meeting.

Section 5: Oversight and Election of Corporate Officers

Annually, the Elders will elect the corporate officers, with the exception of the President, which office the Senior Pastor shall hold. These officers shall be the President, Vice-President, Secretary and Treasurer of the MWMBC corporate entity. All corporate officer nominees must meet Deacon qualifications.

These men shall act as the administrative officers of both the Elders and the Corporation as described in Article VI. The officers shall all be under the direction of and accountable to the Elders. As administrative officers of the Corporation, they shall have the same duties and responsibilities as are generally accorded such offices by Georgia non-profit corporations. They may also have other duties as directed or delegated by Resolution of the Elders or by these Bylaws. The active Elders will serve as the directors of the Corporation.

If, for any reason, an elected officer cannot fulfill the duties of the office for the entire year, the Elders will once again review candidates and elect an officer to fulfill those duties.

Section 6: Meetings and Quorum

The Elders will hold meetings at least quarterly at a time and place decided by the Elders. Reasonable notice must be provided in writing to each Elder by the Chairman or Vice-Chairman of the Elders as to the occurrence of a regular or special meeting of the Elders. The Annual Meeting of the Elders will correspond with the Church Annual Meeting. A quorum for Elders meetings shall consist of three fourths (3/4) of the voting members, except when matters pursuant to Article V, Section 4 "Notice of Certain Agenda Items" are brought before the Elders, in which case all voting members must be present. For approval of any matters before the Elders, a majority vote of those members of the Elders who are present, at which a quorum is present, shall be necessary unless specified elsewhere in these Bylaws.

Section 7: Nomination & Election of at large Elders

The Bible gives evidence of the first Elders being appointed by the founders of the Church. By this example it is implied that the existing spiritual leadership of a church can be intimately involved in the process of selecting Elders, so as to ensure that the selection process is based on spiritual rather than superficial qualifications.

In August of each year, beginning August 1, 2002, the Elders currently serving shall determine the number of positions, if any, to be filled that year on the Elders. If the Elders determine that an additional Elder(s) is needed, they shall initiate the following process for Elder selection:

1. The existing Elders shall appoint a Nominating Committee consisting of at least seven (7) members, of which three (3) must not be currently serving as an Elder or aspire to be an active Elder. Each member of this committee shall meet Deacon qualifications. For the purpose of order, one member of the Nominating Committee shall be chosen by the committee as chairman of the committee.
2. The Nominating Committee will meet with the Elders to review the qualifications for Elders and to determine questions that should be posed to the candidates.
3. The congregation shall be provided with teaching regarding the Biblical qualifications for Elders and their Scriptural role.
4. With the Biblical qualifications in mind, members of the Deacon Fellowship and Elders will be given 21 days to submit prayerfully the names of members for consideration as Elders.

5. Men whose names are submitted shall be so informed, and they shall be urged to engage in self-appraisal and personal evaluation in light of the Biblical qualifications. Any person may withdraw his name at that point, if he does not aspire to the position of Elder (I Tim. 3:1), or if he does not believe he adequately meets the qualifications or has the time to serve.
6. The Nominating Committee shall review the names of the nominees and shall conduct interviews with each nominee. Consideration will be given as to the present mix of spiritual gifts and talents of the Elders. It is the desire of the Elders to lead the Church with men who have diverse Spiritual gifts and talents.
7. After prayerfully considering each nominee, the Nominating Committee shall make final recommendations to the Elders.
8. The Elders shall review the nominees and make a final selection of the nominees to be presented to the Members. The number of nominees presented must equal or exceed the number of authorized Elders at the time of the election.
9. The names of the prospective Elders shall be brought before the members of the Church, who will be given 30 days to show cause why any of the prospective Elders would not be qualified to serve. Consistent with Matthew 18:15 and Matthew 5:24, any member with such cause must first express his concern to the prospective Elder and then must also express his concern to the Elders for consideration.
10. At the end of the 30-day period, the prospective Elders will be presented to the members of the Church for affirmation by majority vote of the total votes cast and, if elected, for a service of dedication. Such time of affirmation and dedication shall occur every year, whether to affirm new Elders or to re-affirm the service of the existing Elders.

The whole process of selection shall begin in August of each year with service beginning on October 1. In the event of vacancy or special need, the Elders may refer to previous nominees to make a selection, they may leave the position vacant until the following October if the minimum number of Elders are currently in place, or re-initiate the whole selection process as they deem necessary.

As stated in Section 2 of this Article, each Elder, upon appointment, shall be asked for a three-year commitment, subject to review, recommitment and re-affirmation by the Church members each year. This annual appointment or re-appointment will be made as part of a Membership Business Conference.

Section 8: Initial Election of Elders

The Bylaws Committee shall recommend to MWMBC a seven-member Elder Nomination Committee chosen from MWMBC's Deacons or membership who are in good standing and meet the qualifications of a Deacon, to seek the Lord's leadership, regarding the first Elders. The Bylaws Committee shall make this recommendation to MWMBC in a special Membership Business Conference, concurrent with the presentation of these Bylaws for church review and discussion. The Senior Pastor, or his designee, and Chairman of Deacons will serve as members of the Elder Nomination Committee. The Elder Nomination Committee will conduct itself in accordance with the provisions of this Article and with prayerful consideration to the Qualifications of an Elder as outlined in this Article.

When the Elder Nomination Committee reaches unanimous agreement on the selection of an Elder, they will seek the acknowledgement and affirmation of the Deacons in two separate and special Deacon meetings. These meetings shall be held at least 15 days apart: first, specifically for the Deacons to be fully informed of and to prayerfully consider the nominee(s); and, second, to vote to accept the Elder nominee(s). A three-fourths (3/4) affirmative vote of the attending Deacons, which must number not less than 25, is required to affirm the Elder nominee. After such affirmation, the Deacons and Elder Nomination Committee will present the Elder nominee(s) to the Members in a Membership Business Conference. At this Conference, both the Reconstituted By-Laws and Elders will be presented for a final vote.

In the event that the Elders nominees are not accepted, so as to put in place the minimum required number of Elders, then the process would continue under the direction of the Elder Nomination Committee, and the Deacons will continue as the affirmed leadership body of MWMBC.

Of the Elder nominees initially presented to the Church, the seven (7) receiving the highest number of votes shall constitute the initial Elders. The three Elders receiving the most votes will serve from the date of their election until September 30, 2004, subject to the annual reaffirmation process set forth in Article VII, Section 7. The two (2) Elders receiving the least votes will serve from the date of their election until September 30, 2002. The remaining two (2) Elders will serve from the date of their election until September 30, 2003, subject to the annual reaffirmation process set forth in Article VII, Section 7. In the event of a tie resulting in a question of the term of service to be served, the Elders term of service shall be determined by lot, which shall be administered by the Deacon officers.

ARTICLE VIII

CORPORATE OFFICERS

Corporate Officer Positions and Responsibilities:

The corporate officers are established by the Elders and specifically charged by the Elders. No authority shall be vested with the corporate officers excepting that, which is specifically stated in these Bylaws or specifically directed by Resolution of the Elders, which Resolution must be in full compliance with these Bylaws. The corporate officers will generally be titled and serve in the following capacities:

President — The President sets goals and objectives for MWMBC and complements the Elders vision, the Purpose Statement and ministry goals of the Church. The President recommends needed administrative committees to the Elders, recommends to the Nominating Committee chairpersons to these committees, and is responsible for assigning work and overseeing its completion on a timely basis.

The President presides over Membership Business Conferences and is responsible for preparing meeting agendas and leading such meetings. He will also regularly attend Elder meetings and keep the Elders apprised as to the operational integrity of the Church.

Vice-President — The Vice-President will serve in the absence of the President and will perform other duties delegated by the President.

Treasurer — The Treasurer prepares monthly financial reports and keeps the Elders informed regarding the general operating budget. The Treasurer, together with the Finance Committee, assists in managing the Church's investment portfolio and reviews all investment transactions for appropriateness. This person is responsible for working closely with the Finance Committee Chairperson to ensure a high level of fiscal integrity over the financial affairs of the Church. This individual is also responsible for providing a monthly financial reporting to the Elders.

Secretary — The Secretary records minutes of Membership Business Conferences and provides them to the Elders on a timely basis. These minutes will be reviewed for accuracy and completeness before they are filed in the Church office as permanent records. The Secretary will be responsible for maintaining these minutes in an orderly manner and retrieving such information when needed. This individual will also be required to maintain accurate membership information for the purpose of determining quorums. The Secretary may prepare correspondence on behalf of the Church, execute corporate papers, serve as the Church clerk and perform other duties as assigned by the Elders and/ or the Church.

All legal instruments that must be signed for the Corporation shall be signed, attested to, and sealed by the corporate seal, by the officers specifically designated by Resolution of the Elders.

Article IX

Deacon Fellowship

Section 1: General Scope

Deacons are the servant-ministers of the Church. Their purpose is to relieve the Elders of the multitude of practical duties of caring for the flock. No specific, on-going Deacon roles are mentioned in the Bible, probably because service needs change, and so the role of the Deacons must remain flexible. Perhaps this is why qualifications for Deacons are stressed in the Bible rather than specific tasks. Deacons are to give their primary attention toward caring for the congregation's physical welfare. Deacons have the honor of modeling, for the local Church and the lost world, God's compassion, kindness, mercy, and love. As the Church compassionately cares for people's needs, the world sees a visible display of Christ's love, which will draw some people to the Savior. Deacons are to be an example of commitment, unity, and harmony in their service.

Their primary service will consist of giving ministry oversight to Ministry Teams, which have been established by the Elders. Examples of specific service would be: the collectors of funds, the distributors of relief, and the agents of mercy. They help the poor, the jobless, the sick, the widowed, the elderly, the homeless, the shut-in, and the disabled. They comfort, protect, and encourage people, and help to meet their needs. The Elders shall establish specific qualifications and requirements for Deacons. The guidelines set forth herein are simply that, guidelines, which may be used as a basic guide for the Deacon Fellowship, but may be amended as deemed appropriate by the Elders.

Section 2: Number, Election & Terms of Service

The Deacon Fellowship shall consist of at least twenty-five (25) or more active Deacons. Deacons shall be elected by the Church at a Membership Business Conference. The Deacons so elected shall take office on January 1 following their election and shall serve on a three (3) year rotational basis.

Section 3: Rotation

The term of a Deacon shall expire on December 31 of his third (3rd) year of service. After serving as a Deacon, no man shall be eligible to serve another term until the passage of at least one (1) year.

Section 4: Qualifications

Any man who is a member of the Church and who meets the qualifications of the Bible (Acts 6:3, 1 Timothy 3:8-13) shall be eligible to serve as a Deacon, provided he is willing and able to serve. He shall also have been a Member of the Church for a period of at least two (2) years at the time of his election and shall demonstrate maturity of faith and character.

His duties are Church-wide, covering areas of need, ministry, discipleship, missions, prayer, evangelism, baptism, etc. It is his duty to be a positive encouragement in all matters concerning the welfare of the Church. The Deacon Fellowship will be the primary lay ministers of the Church. Each Deacon should be supportive of the Elders, Senior Pastor, staff, and the ministry philosophy of MWMBC.

Article X **Standing Committees**

General Scope: The Elders may establish Committees. The purpose for establishing committees is to assist the Elders and staff in doing the administrative works of ministry in a "decent and orderly" manner. Committees will possess certain authority and responsibility levels of the corporate Church as delegated by the Elders. Whenever the Elders shall create a committee under this section, the Elders shall designate and appoint a Chairperson. Committee functions will be primarily administrative oversight in nature versus Ministry Teams, whose primary functions are ministry in nature. Individuals serving on these committees will be selected by the Senior Pastor or Executive Administrator, looking first to the Deacon Fellowship and then to the Members at large for qualified individuals. Once selected and presented to the Elders, committee nominees must be affirmed by a majority vote of the Elders at a properly noticed Elder meeting. Spiritual giftedness, functional capabilities and experience will be the primary qualification for service. The leadership of MWMBC feels that committees should be held to a minimum. The present Standing Committees of MWMBC are as follows:

- Finance Committee
- Personnel Committee

Additional committees may be established by the Elders, serving as the Committee on Committees, to assist in administrative functions of the church as necessary. The specific function and scope of any such committee shall be detailed by the Elders and adopted by Resolution.

Article XI **Ministry Teams**

Ministry Teams exist to perform a specific role of ministry. Teams perform ministry best when they are performed by a plurality. Teams are the functional organizing units of MWMBC to assist in accomplishing its ministry goals within the guidelines of our Purpose Statement. Unlike committees, their primary role is not to exercise administrative responsibilities or to set policy. Ministry Teams will possess no authority or responsibility levels of the corporate Church and are not subject to any service rotation system. Rather, they are the "hands and feet" of the body of Christ. A team is a small group of people with complementary skills committed to a common purpose or goal and for which they are willing to be mutually accountable. Teams are an effective way to help people identify their spiritual gifts and to empower them with a passion for ministry. Teams may exist for a very short term to perform a specific ministry or may be on going in nature. Ministry Teams may vary in size depending upon their specific purpose and upon those available to serve in that capacity. The appropriate staff representative shall recruit teams as needed, again looking to the Deacon Fellowship for participation. The Staff shall give overall supervision to all teams and oversee the selection of the team leaders.

Article XII

Indemnification of Elders, Officers, Employees and Other Agents

Any person or entity made or threatened to be made party to any action or proceeding, whether civil or criminal, by reason of the fact that he or the entity, is or was an officer, an employee, or agent of the church, may be indemnified by the church, and the church may advance his related expenses, to the full extent permitted by law.

The church shall indemnify any officer, employee, agent or entity of the church to the extent that such has been successful, on the merits or otherwise, in the defense of any proceeding or in the defense of any claim, issue, or matter therein.

A Director of the corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification or advances for expenses or both if it determines that (1) the Director is entitled to indemnification and advance of expenses under these By-Laws, in which case the court shall also order the corporation to pay the Director's reasonable expenses incurred to obtain court ordered indemnification; or (2) the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standard of conduct set forth in the Code sub-section 14-3-851(a) or was adjudged liable described in the Code sub-section 14-3-851(d), to the extent indemnification would be available under the provisions below.

The corporation shall not indemnify a Director under this section for any liability incurred in a proceeding in which the Director is adjudged liable to the corporation or is subjected to injunctive relief in favor of the corporation (1) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (2) for acts or omissions that involve intentional misconduct or a knowing violation of law; (3) for liability for unlawful distributions pursuant to the Code; or (4) for any transaction from which he received an improper personal benefit. Where approved or authorized in the manner described in this section, a corporation shall advance expenses incurred in advance of final disposition of the proceeding but only if (1) the Director furnishes the corporation a written affirmation of his good faith belief that his conduct does not constitute behavior of the kind described in this section; and (2) the Director furnishes the corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that he is not entitled to indemnification under this section.

The church may purchase and maintain insurance to indemnify: (a) itself for any obligation that it incurs as a result of the indemnification specified above; and (b) its officers, employees, and agents.

Article XIII

Fiscal Responsibilities

Section 1: Accounts, Books and Records

MWMBC shall maintain adequate and accurate books and records of accounts (financial records); written minutes of the proceedings of its members, Elders, staff and committees; records of the membership of the Church, setting forth the members' names and addresses; and contribution records of contributors. All such records shall be kept at its principal place of business. The Elders shall oversee the adequacy and accuracy of records and the sufficiency of financial controls, including the bonding of employees who will handle church funds. In addition, annually, the church shall have an independent audit of its financial records by an independent certified public accountant.

Section 2: Organizational and Policies and Procedures Manuals

These manuals are to be a guide. Their purpose is to aid in the effective and efficient functioning of the Church and to optimize the fulfilling of MWMBC's purpose. They shall provide guidelines and summary information about the Church's organizational structure and ministry operations. The preparation, maintenance, and control of these manuals shall be the responsibility of the Executive Administrator or such other designee(s) of the Elders.

Section 3: Inspection of Records, Reports and Documentation

Every Member shall have the right, at any reasonable time, to inspect all records, reports and documentation of every kind (with the exception of personnel salaries, contribution records and confidential counseling sessions) and the physical properties of MWMBC. The Elders, if necessary to maintain good order, may restrict and limit the number of inspections or establish an orderly manner for such to be conducted; however, in no event shall a reasonable inspection of the books and records be denied to a Member.

A copy of the Organizational Manual and Policies and Procedures Manual is to be maintained in the Church Office for inspection by Church members.

Section 4: Disputes

In the event of a dispute between a member and MWMBC, other than those matters of discipline handled in accordance with Article IV, Section 6 above, the member and the Church agree in advance to submit to Christian mediation or binding arbitration.

(1 Corinthians 6:1-8)

Article XIV

Amendments to & Compliance with the Bylaws

Section 1: Amendments to the Bylaws

These Bylaws or any provisions hereof may be altered, amended or repealed, and new Bylaws may be adopted at any time by a unanimous vote of the Elders, with affirmation of change by the Deacons, as reflected by a three-fourths (3/4) majority vote, with at least three-fourths (3/4) of the Deacon Fellowship present for the vote.

In any and every instance of an amendment(s) to these Bylaws, the Deacon Fellowship must be given at least 30 days to review such amendments, after each Deacon has been provided (mailed by U.S. Mail) a written copy of these Bylaws and the specific language of any amendment hereto.

Thereafter, Members must receive notice, as described in Article V, Section 4, of the intent to amend, and such notice shall be given at least 30 days in advance of any vote on same. Likewise, a copy of the existing Bylaws and the specific language of any amendment hereto must be made available at least 30 days in advance of any vote, to any Member that may wish to review such.

After notice has been given, a vote on the proposed amendments shall be taken at a special or regular Membership Business Conference and shall be approved upon a two-thirds (2/3) vote of the votes cast, provided that the total votes cast equals or exceeds a quorum.

Section 2: Compliance Certificate

It shall be incumbent upon the Elders, annually, to certify to the Membership that MWMBC is operating in compliance with these Bylaws. This certification must be documented and recorded in the corporate minutes of MWMBC. This certification shall occur between July 1st and September 30th of each calendar year.

These Bylaws are hereby accepted and approved by the Deacons on this _____ day of July 2001.

Jim Griffith
Chairman of Deacons

Bob Price
Vice Chairman of Deacons

These Bylaws are hereby approved and adopted by the Congregation this ____ day of August 2001.

Stephen N. Johnson
Senior Pastor

Secretary of the Corporation
(Affix Corporate Seal)