

**REDEEMING GRACE CHURCH
BYLAWS**

**Adopted February 16, 2014
Revised July 20, 2016**

**Section 1
GENERAL**

1.1 Name. The name of the Corporation shall be **Redeeming Grace Church**, hereinafter referred to as "the Corporation," when referring to the legal entity recognized by the Commonwealth of Virginia, or "the Church," when referring to the ecclesiastical entity established by Jesus Christ as a local church.

1.2 Nonprofit Purposes. The Corporation is a local church organized and operated exclusively as a nonprofit, religious, educational, and charitable organization dedicated to the purposes stated in the Articles of Incorporation.

**Section 2
OFFICES**

2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the Commonwealth of Virginia.

2.2 Principal Office. The principal office of the Corporation shall be located in Fairfax, Virginia at 5200 Ox Road, Fairfax, Virginia 22030, or such place as shall be determined by the Elders (as defined in Section 4).

2.3 Additional Offices. The Corporation may also have offices at such other places as the Elders may, from time to time, determine and the business of the Corporation may require.

**Section 3
STATEMENT OF FAITH, BYLAWS AND MEMBERSHIP COMMITMENT**

3.1 Statement of Faith. The church's Statement of Faith summarizes the essential Christian beliefs around which we unite as a church. The Statement of Faith is incorporated by reference herein.

3.2 Bylaws. These Bylaws, established under the laws of the Commonwealth of Virginia, provide a framework for this church's governance, the regulation of its affairs and the guidelines for how it should function.

3.3 Membership Commitment. The Membership Commitment explains this church's understanding of how we are to live together as church members. Upon joining, each member signs this document to indicate their commitment to Redeeming Grace Church. The Membership Commitment is incorporated by reference herein.

3.4 Church Leadership Affirmation. To promote unity and consistent leadership of the church, based on a biblical foundation, Elders, ministry directors, and certain other leaders on the church's staff will *affirm* and *agree* with the Statement of Faith and these Bylaws' statements on "Church Member Discipline" and "Marriage, Divorce and Remarriage" (Sections 7.4 and 7.6). However, candidates for, or individuals in these positions may submit in writing any exceptions to their affirmations, requesting that they be allowed to hold the position, notwithstanding the exceptions. The Elders will prayerfully consider and then either approve or disapprove the requested exceptions.

3.5 Religious Practices of the Corporation. To be consistent with its religious mission, the Corporation shall not establish any public or private policies or positions that conflict with the Statement of Faith, these Bylaws, or the Membership Commitment.

Section 4

ELDERS

4.1 Number and Term. The Elders of the Church shall serve as the Corporation's Board of Directors. The Church will maintain a minimum of two (2) Elders and will work to maintain the number of Elders at a level that best serves the church. No upper limit will be placed on the number of Elders serving at any one time. Elders will have equal authority and will serve indefinitely. A non-staff Elder will commit to serve an initial three-year term. The term may be extended by mutual agreement of the non-staff elder and the other elders.

4.2 Qualification and Appointment. The membership of the Elders, as of the adoption of these revised Bylaws, shall be as set forth in the Articles of Incorporation. The Elders shall nominate to the membership of the Church (hereinafter "the congregation"), all subsequent elders. The congregation shall be given at least 60 days to get to know and prayerfully consider elder nominees, and then shall vote to elect subsequent elders through a supermajority, as described in Section 7.8. Elders will be male members of the Church that meet the qualifications of elders described in I Timothy 3:1-7, Titus 1:5-9, and elsewhere in the Bible.

4.3 Powers. The Elders shall provide oversight in the spiritual and temporal affairs of the Church and will do so with the support of and input from the congregation. The members will vote on specific major decisions, as described in Section 7.8. Unless otherwise specified in Section 7.8 or elsewhere delegated by the Elders, all decisions that are necessary for the governance of the Church shall be made by the Elders. The Elders shall exercise all such powers of the Corporation and do all such lawful acts and things that are not prohibited by statute, the Articles of Incorporation, or by these Bylaws.

4.4 Committees and Commissions. The Elders may establish special or standing committees, which shall have such powers and duties as prescribed by the Elders. Each committee will include at least one elder and may include other members of the Church. The

Elders or the committee may enlist individuals outside the Church to participate in an advisory capacity in committee activities and meetings. All members of such committees shall serve at the pleasure of the Elders. Unless otherwise specified by the Elders, committees will conduct their assigned duties, resulting in presentations of findings and recommendations to the Elders, and the Elders will be responsible for making binding decisions. Committees that the Elders authorize to make binding decisions on behalf of the Elders shall be designated as "commissions." Commissions address matters that don't require the attention of all the Elders and that are best handled relatively quickly, privately and/or efficiently, such as some church discipline cases or reviewing plans for a near-term ministry event. Unless addressed specifically, together committees and commissions shall be referred to herein as committees. Other rules governing procedures for meetings of any committee of the Elders shall be established by the Elders, or in the absence thereof, by the committee itself. The delegation of authority to any committee (including any commission) shall not operate to relieve the Elders or any member of the Elders from any responsibility imposed by law and/or allow the committee to take actions that the Bylaws reserve for the Elders.

4.5 Sabbatical and Leave of Absence, Resignation, Charges, Removal.

4.5.1 An Elder may request a sabbatical or leave of absence for a defined period of time. The Elders will either approve the sabbatical or leave of absence, or recommend a different course of action. While an elder is on a sabbatical or leave of absence, he shall not participate in votes of the Elders and he shall not be counted for the purposes of voting, including for the purposes of constituting a quorum, a majority or a supermajority, as described in Section 5.3. He will be allowed to participate in all aspects of church membership, as described in Section 7.

4.5.2 An individual Elder may at any time deliver to the Elders a written notice of intent to resign, which shall be effective when it has been agreed to by the remaining Elders. The Elders will deliberate and may discuss the notice of resignation with the requesting Elder as they consider whether to agree to or reject the notice. An Elder may not resign his church membership without the Elders first agreeing to his resignation as an Elder. If the Elder that submits a notice of resignation is not under church discipline, and if the other Elders do not encourage him to reconsider, such that he reverses his decision to resign, he will be allowed to resign. The Elders will complete their consideration of an Elder's notice and will provide a written response to the Elder within a few weeks, if possible.

4.5.3 When the Elders conclude through a supermajority vote of a quorum of the remaining Elders that an Elder should be removed, they will recommend the same to the Church. The Elder will have the opportunity to appeal the Elders' recommendation. The final decision to remove will require a supermajority vote by the Congregation, as described in Section 7.8.

4.6 Transactions with Interested Parties. A contract or other transaction between the Corporation and one or more of its Elders, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Elders or officers are also Interested Parties, or in which entity an Interested Party has a material financial interest -- shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

4.6.1 The Corporation entered into the transaction for its own benefit;

4.6.2 The transaction was fair and reasonable as to the Corporation, or was in furtherance of its exempt purposes at the time the Corporation entered into the transaction;

4.6.3 Prior to consummating the transaction, or any part, the Elders authorized or approved the transaction, in good faith, by a vote of a majority of the Elders then in office, without counting the vote of the interested Elder or Elders, and with full knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and

4.6.4 Prior to authorizing or approving the transaction, the disinterested Elders, in good faith and with ordinary care, determined, after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes.

Interested Elders will not be counted in the calculation of the required number to constitute or to form a quorum at a meeting of the Elders (or a commission thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Elders.

4.7 Licensing of Elders to Perform Weddings. The Church will complete and submit the application for each Elder to be licensed by the Commonwealth of Virginia to perform weddings on behalf of the Church.

4.8 Conflicts of Interest Policy. It is the policy of the Corporation to avoid conflicts of interest and to provide for full disclosure of any and all material conflicting interests by Elders, officers, members, and employees; and permit the Elders to gather all relevant facts and circumstances to determine, in accordance with the guidelines of Section 4.6 above, whether or not any disclosed potential conflict is benign and not in any way jeopardizing the religious mission, exempt function, or reputation of Christ's Church, so that the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

4.9 Compensation of Elders. Elders may serve on either a paid or unpaid basis. Whenever possible, the non-staff (unpaid) Elders will lead the Elders in their discussions regarding Elder compensation. The Elders will recommend and the congregation shall vote on an Elder Candidate's status as compensated or uncompensated when they vote on his election to office. If an Elder transitions from being non-staff to being on-staff, the congregation will vote on his compensation status under the provisions for a "Major Financial Commitment Decision," whether or not his annual compensation reaches the threshold described in Section 7.8.3.1. These processes will be further described in policies to be established by the Elders. Every Elder shall be entitled to reimbursement for any reasonable expenses incurred in the conduct of their service, as determined in policies to be established by the Elders.

Section 5

MEETINGS OF THE ELDERS

5.1 Notice. Regular and special meetings of the Elders may be held within or outside the Commonwealth of Virginia without formal notice at such time and place as shall from time to time be determined by the Elders.

5.2 Waiver of Notice. Whenever any notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

5.3 Voting and Quorum. In general, a majority of the Elders shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority, or supermajority (at least sixty-six (66) percent) in certain decisions as described in Sections 4.5.2, 6.1 and 11, of the Elders at a meeting duly called for that purpose and at which a quorum is present shall be the act of the Elders. If the number of Elders in the Church or the number of Elders serving on a Commission is small, the table shown below specifies the numbers of Elders required to constitute a quorum, a majority and a supermajority. Further exceptions may be otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws, or in rules that the Elders subsequently adopt for situations not otherwise addressed herein.

The Number of Elders Required to Form a Quorum, Majority, and Supermajority

Number of Elders in the Church or in a Commission	Number Required to Form a <u>Quorum</u>	Number Required to Form a <u>Majority</u>	Number Required to Form a <u>Supermajority</u>
2	2	2	2
3	2	2	2
4	2	2 (If 2-3 are voting) 3 (If 4 are voting)	2 (If 2-3 are voting) 3 (If 4 are voting)
5	3	2 (If 3 are voting) 3 (If 4-5 are voting)	2 (If 3 are voting) 3 (If 4 are voting) 4 (If 5 are voting)
6	3	2 (If 3 are voting) 3 (If 4-5 are voting) 4 (If 6 are voting)	2 (If 3 are voting) 3 (If 4 are voting) 4 (If 5-6 are voting)
Greater than 6	Greater than 50% of the Elders	Greater than 50% of the assembled quorum	At least 66% of the assembled quorum

5.4 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Elders, or by a committee thereof, may be taken without a meeting, provided a written consent setting forth the action so taken is agreed upon by all of the Elders, or of the committee, as the case may be, and is filed with the minutes of proceedings of the Elders or the committee.

5.5 Participation by Other Means. Elders may participate in a meeting of the Elders, or any committee thereof, through the use of any means of communication by which all Elders

participating may simultaneously hear each other during the meeting. An Elder participating in a meeting by such means is deemed to be present in person at the meeting. When a meeting is attended by Elders through such alternate means of communication, the minutes recording any action taken at such meeting shall note who participated in person and who participated by alternative communication.

Section 6

PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER

6.1 The Elders shall appoint individuals to the positions of President, Vice President, Secretary, and Treasurer in order to perform duties that enable the proper conduct of business by the Elders, as a Corporation. The positions of President and Vice President will be filled by Elders. The preference will be to fill the positions of Secretary and Treasurer with Elders, but when the Elders deem it to be more appropriate, the Elders may appoint other members of the Church to fill these two positions. The Elders may also appoint alternates or designees to these positions if they are unable to attend, who will fulfill the duties of these positions in the absence of the primary in each respective position.

The Elders shall appoint by majority vote individual Elders, or other members as described above, to these duties annually. The appointees may serve for an indefinite number of annual terms, at the discretion of the Elders. Any of these appointed corporate officers may be removed at any time by a supermajority vote of the Elders at a meeting duly called for that purpose and at which a quorum is present, whenever, in their judgment, the best interests of the Corporation will be served thereby. The elder who is the subject of this vote will not participate in this vote, nor will he be counted in the calculation of the required number to constitute a quorum or supermajority.

6.1.1 The President and/or Vice President shall prepare an agenda for each Elder meeting and shall preside at meetings of the Elders.

6.1.2 The Secretary shall attend Elders meetings and record all votes and the minutes of the proceedings.

6.1.3 The Treasurer or his designee will render to the Elders, reports on financial matters of the Corporation, whenever they may require it to support the Elders in their collectively oversight of the financial matters of the Church.

Section 7

CHURCH MEMBERS

7.1 Membership. Members of the Church enjoy the privileges and blessings of commitment to, and close fellowship with this local body of Christians; the Elders' commitment of spiritual oversight and nurturing; greater opportunity to be involved in the official ministries of the Church; and active participation in the governance of the Church. The members of the Church are also members of the Corporation and have the powers, privileges, and duties described in Section 7.8.

7.2 Qualifications for Church Membership. To become a member of the Church, each prospective church member shall complete a membership class, be interviewed by one or more Elders on behalf of all the Elders and sign the Membership Commitment. During the interview the Elders will determine that the prospective member has met the following standards for initial and continued membership:

7.2.1 Evidence that an individual has repented from sin and believed in Jesus Christ as Lord and Head of the Church (Luke 13:3, 5; Acts 2:38; John 1:12-13, 3:16-18, 36; 1 Corinthians 1:2; Romans 10:9-13; Colossians 1:18; Ephesians 1:22, 23), and has been baptized as a believer in Jesus Christ, and in His atoning work on the cross and His resurrection (Matt 28:19-20).

7.2.2 Evidence of a life consistent with the Membership Commitment or a willingness to live consistently with the Membership Commitment (Matthew 28:18-20; John 13:34-35; Romans 6:4, 8:1-4, 12:4-5, 13:13-14; Ephesians 4:17-5:2; Hebrews 10:24-25; 1 John 1:6-7).

7.2.3 A willingness to receive the grace provided by the Elders and submit to their leadership, as described in the Membership Commitment (Acts 20:28-31; Ephesians 4:11-12; I Thessalonians 5:12-13 Hebrews 13:17; I Peter 5:1-5).

7.2.4 Because of the responsibilities and accountability involved with church membership, members must be at least 17 years of age.

7.3. Reception of Members. The Elders will notify the congregation of church-member Candidates' names, allowing time for a 30-day evaluation period. During that time period, members may express to the Elders any concerns involving a church-member Candidate. The Elders will vote on the membership of church-member Candidates, notify the new members of their approval as members (or disapproval, if that is the case), and introduce the new members to the congregation.

7.4. Church Member Discipline. All members are expected to endeavor to conduct their lives according to the standards set forth in Scripture, including moral purity, personal honesty, promotion of church unity, and biblical fidelity, seeking to emulate Christ through the power of the Holy Spirit. When a member is involved in egregious sin (Mark 7:21-22, Romans 1:29-31, 1 Corinthians 6:9-10, Galatians 5:16-21, 2 Timothy 3:2-5, and Revelation 21:8) that is beyond what should be graciously overlooked as part of the normal process of sanctification (Romans 15:1-7; Ephesians 4:1-3; Colossians 3:12-13), the church is commanded to lovingly and redemptively confront sin or false doctrine in the church member through church discipline. Each church discipline case is unique and requires prayerful study and application of the Scriptures, prudential wisdom, and loving engagement with all individuals involved. (Matthew 18:15-17; Luke 15:7, 17:3-4; Acts 20:28-31; 1 Corinthians 5; 2 Cor. 2:5-11, 7:8-13; Galatians 2:11-14, 6:1-2; Ephesians 4:1-6; 2 Thessalonians 3:6, 14-15; 1 Timothy 1:20, 5:19-20; Hebrews 12:5-6; Deuteronomy 19:15)

7.4.1 Purposes. The purposes of church member discipline include the glory of God; repentance, reconciliation and restoration of the church member; and advancing the purity and mission of the Church.

7.4.2 Process of discipline. Ordinarily the process of discipline outlined in the Scriptures shall be followed as necessary to accomplish the redemptive purposes stated above.

At any step this process will end if repentance, reconciliation and restoration of the church member are accomplished.

- Private inquiry and appealing to the member.
- Establishing the matter with witnesses.
- Involving a segment of the church.
- The Elders ending the person's church membership and notifying the church, and the church treating the person as an unbeliever.

The final step above requires a vote of the Elders. In cases where the subject of church discipline feels that not all Elders are well informed, they are welcome to present their case at a meeting of the Elders. Also, it may be prudent for the Elders to consult with professionals trained in areas such as counseling, social services, and the law when circumstances are complex.

However, the Elders may decide to abbreviate the above process if the sin is especially conspicuous or serious, or if the member proves to be divisive, disruptive or is seen as a threat to lead others into sin (Romans 16:17; 1 Corinthians 5; Titus 3:10-11).

7.4.3 Disciplinary actions. As the disciplinary process progresses through the above stages, the actions that may be taken include, but are not limited to, private and public admonition, withholding of the Lord's Supper, withdrawal of fellowship and removal from membership. (1 Corinthians 11:17-34).

7.4.4 Informed consent of members to submit to the process of church discipline. Every person who makes application for membership or maintains membership in this church consents to the process of church discipline outlined above.

7.5. Resignation of Membership. A member may resign from his or her membership by submitting a written communication to one or more Elders at any time, which shall be effective when it has been formally agreed to by the Elders. However, if such resignation is an attempt to avoid the process of church discipline, the Elders will not accept the resignation until that process is completed as outlined in Section 7.4.

As stated in Section 7.2, continuing membership requires faithfulness to the stated qualifications. If a member does not continue to meet these qualifications, including continuing to stay involved in this church, the member may be considered to have effectively resigned and the Elders may remove that member from the rolls after due consideration, prayer, and appropriate attempts to restore the individual to fellowship.

The Elders have discretion over whether to formally announce, or make known, the details of a member's resignation to any church member or an inquiring church.

7.6. Marriage, Divorce and Remarriage.

7.6.1 Marriage.

7.6.1.1 Marriage is a gift from God, instituted in the Garden of Eden before sin entered the world. Marriage is a God-defined covenant for life between one man and one woman, entered into for companionship, sexual unity, procreation and to display the love

Christ has for His church. The marriage covenant is enacted through the exchange of vows between bride and groom. These vows are a solemn pledge before God and witnesses to lovingly live together for life. (Genesis 2:18-25; Numbers 30:2; Leviticus 20:10-15; Proverbs 2:16-17, 5:15-23; Jeremiah 29:6; Ezekiel 16:8; Song of Solomon; Malachi 2:14; Romans 1:26-27; 1 Corinthians 6:9-11, 7:1-5; 1 Timothy 4:1-5; Hebrews 13:4; Revelation 19:6-9, 21:9; Ephesians 5:3, 22-33)

7.6.1.2 Marriage and singleness are each precious gifts from God. Married believers and unmarried believers have equal access to God through Jesus Christ. A believer who chooses to marry is called by God to only marry another believer. (Matthew 19:10-12; 1 Corinthians 7:6-7, 38; 2 Corinthians 6:14)

7.6.2 Divorce.

7.6.2.1 Scripture addresses the topic of divorce making God's perspective clear, that He loves marriage and generally opposes divorce. (Ezekiel 23, Hosea 1-3; Matthew 19:3-9, Mark 10:2-12)

7.6.2.2 The practice of divorce is regulated and permitted in certain circumstances under both the old and new covenants. The situations in which God allows for a divorce typically are the result of one spouse breaking the marriage covenant by sinning in a way that incurs the weight of guilt and responsibility for the divorce (Deuteronomy 24:1-4; Malachi 2:16). In Scripture, God explicitly permits a believer to seek a divorce when his or her spouse has broken the marriage covenant through sexual immorality, including but not limited to adultery (Matthew 19:9), or through abandonment by an unbelieving spouse (1 Corinthians 7:1-16). Divorce is also permissible if the marriage covenant is broken by some other means. However, because each marriage in distress presents a unique and complex situation, contemplation of divorce requires prayerful application of the Scriptures, prudential wisdom, counsel and loving engagement with all individuals involved, seeking to respond in a manner pleasing to God. Also, it may be prudent for the Elders to consult with professionals trained in areas such as counseling, social services, and the law when circumstances are complex.

7.6.2.3 For the church to support a divorce by a church member, the member will need to submit the facts of the marital situation to the Elders to determine before God and from Scripture whether divorce is biblically allowable in their situation.

7.6.3 Remarriage.

7.6.3.1 Scripture is clear about remarriage under some circumstances. A believer whose spouse is deceased and a believer who is divorced for biblically acceptable reasons are free to remarry. (Matthew 19:9; Romans 7:2-3; 1 Corinthians 7:8-16, 39; 1 Timothy 5:14)

7.6.3.2 Getting a divorce for the wrong reasons is a serious but forgivable sin. Guilt for such a divorce can be washed away through the blood of Jesus Christ. A believer who sought and was granted a divorce for biblically unacceptable reasons should seek forgiveness from God, the restoration of the marriage, and reconciliation with the ex-spouse, including, if possible, restoration of the marriage.

7.6.3.3 A divorced church member seeking remarriage will be supported by the Church when the circumstances prior to the divorce, or following the divorce, are

reviewed by the Elders and determined to have a Scriptural basis. If the circumstances of the divorce do not conform to Scripture, the divorced person should consider before God and in the counsel of the church, whether to seek reconciliation with the former spouse. If reconciliation is not possible, the person is free to marry.

7.6.4 Informed Consent Regarding Marriage, Divorce and Remarriage. Every person who makes application for membership or maintains membership in this church understands that Section 7.6 of these Bylaws summarize the church's position on marriage, divorce and remarriage, as set forth in Scripture, and consents to support this position.

7.7. Confidentiality. Every reasonable effort shall be made to protect confidential communications, especially those received in a pastoral counseling context. However, there will be times when to properly fulfill their spiritual and leadership responsibilities, the Elders may, as they deem necessary or appropriate, share confidential information with one another, with church members, with legal authorities, or with others they deem may be part of the solution or problem. They may do this for the purpose of counsel; for the purpose of protecting others from the effects of a member's sin; or to assist one another in providing spiritual care to the members, their family members, and other individuals involved with the Church.

7.8. Powers. As members of the Corporation, all church members share in the governance of the Church.

7.8.1 Communications. The Elders will communicate with members concerning the status of ongoing issues, major upcoming decisions, the biblical basis and rationale to explain changes being considered, and other issues that the Elders deem sufficiently important to share with the members, and will invite feedback. As a continual means of influencing the direction of the Church, members are expected to provide to the Elders loving, honest, and constructive input and feedback regarding issues, pending decisions, the direction of the church, ministries, and other facets of the Church, in order to help the Elders fulfill their responsibility to lead the congregation.

7.8.2 Church Member Meetings.

7.8.2.1. Regular Member Meetings: Generally, there will be two (2) regular Member Meetings held each year. The meetings will be held at a time and place designated by the Elders. Those regularly attending the Church or exploring membership and children of members will typically be welcome at Member Meetings as non-voting guests. If special circumstances make it necessary, the Elders will make it clear that a specific meeting or a portion of a meeting will be closed to non-members. A public announcement of all regular Member Meetings will be made at least thirty (30) days in advance. The notifications will include the specific topics to be covered at the meetings, although the Elders may find it necessary to add topics after the meetings have been announced.

7.8.2.2. Special Member Meetings: As needed, special Member Meetings may be called by giving a public announcement of at least seven (7) days in advance. The notifications will describe the specific topics to be covered at the meetings.

7.8.3 Voting. The members will be asked to vote on the following specific major decisions, which the Elders will present as recommendations. Twenty (20) percent of the Church's members constitute a quorum at a Member Meeting. Also shown below are the

requirements for either a majority vote, or a supermajority (at least sixty-six (66) percent) vote for a measure to be approved.

Summary of the Subjects that Members Vote On and Requirements for Passage

Subject of Membership Vote	Percent of Members Voting Required for Passage*
Appointment of Elders	Supermajority of 66%
Removal of Elders	Supermajority of 66%
Organizational Affiliation (or Disaffiliation)	Supermajority of 66%
Changing the Church Name	Supermajority of 66%
Changes to Statement of Faith, Membership Commitment, Articles of Incorporation, and Bylaws	Supermajority of 66%
Major Financial Decisions <ul style="list-style-type: none"> • Annual Budget and Related Budget Decisions • Major Financial Commitment Decisions • Authorize the transfer, gift, or encumbrance of all or substantially all the assets of this Corporation in a single or related transaction 	Majority Supermajority of 66% Supermajority of 66%
Authorize the dissolution, merger, or consolidation of this Corporation	Super Majority of 66%

* Number voting must constitute a quorum

7.8.3.1. Voting on Major Financial Commitment Decisions.

The Members will vote on the Church’s annual budget, as presented by the Elders. All such votes will be for or against the entire budget or proposal, not budget-line-by-budget-line, or by individual elements of proposals. In the event that the congregation does not approve the proposed budget, the Elders will continue the previous year’s budget at the same spending levels for each major budget category. However, if the Church’s revenue has declined such that there are insufficient funds to continue at the previous year’s budget levels, there will be spending cuts to some budget categories, to be determined by a majority vote of the Elders, in order to balance the interim budget. The Elders will communicate to members that the Church will be operating on the interim budget until such time as the budget is revised and approved. After member approval and while the budget is in effect, as church operations require the Elders are authorized to re-allocate funds within the approved budget, as long as the total budget amount does not change. Furthermore, if actual annual expenses will exceed the approved budget amount by more than ten percent, the Elders will present, and the members will vote on a modified budget.

The Members will also vote on individual financial decisions that commit more than 10% of the annual church budget; and on incurring debt that will last for more than 60 days, such as the church building mortgage.

7.8.3.2. Members Must Be Present to Vote at Member Meetings. Unless the Elders announce exceptions in advance of Member Meetings, all voting will take place during Member Meetings, with no provision for absentee or proxy voting. For votes that the

Elders determine do not require additional discussion, they may employ electronic voting in lieu of calling a Member Meeting.

Section 8

ORGANIZATIONAL AFFILIATION

8.1 Members shall vote on the Elders' recommendations regarding any organizational affiliation with other churches or other organizations, in accordance with Section 7.8.3. Organizational affiliation is defined as entering into a binding agreement with an organization that requires a financial commitment and/or acceptance of a Statement of Faith. The Elders will not affiliate in a manner that creates bodies outside of the Church that have spiritual and legal governing authority over the Church.

Section 9

FISCAL MATTERS

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

9.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such members as the Elders may, from time to time, designate.

9.3 Fiscal Years. The Elders shall have the power to fix and, from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Elders, the fiscal year shall commence on September 1 and shall terminate on the following August 31.

9.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest, or devise provided it is consistent with the Corporation's (1) mission and spiritual priorities as determined from time to time by the Elders, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Corporation shall reserve all right, title, and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use.

9.5. Books and Records. The Corporation shall keep correct and complete books and records of account, the complete copies of its Articles of Incorporation and Bylaws, the activities and transactions of the Corporation, minutes of the proceedings of the Elders, a summary of the actions and recommendations of any committee of the Elders, and a current list of the Elders of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of conversion into written form within a reasonable time.

9.6 Benevolence and Other Funds. The Corporation may establish a benevolence fund to meet material and financial needs of members and others, and other similar funds to meet other specific church and ministry needs.

9.7 Accounting and Fiduciary Guidelines. The Elders and officers of the Corporation shall conduct their affairs with integrity in the sight of God and men, and shall, to that end, maintain prudent and responsible control and accountability over all funds they receive and ensure that all funds are dedicated to the Corporation's tax-exempt purposes. Toward that end, the Elders, church employees, and other members shall implement practices, procedures, and / or policies that position the Corporation to be a model of faithful stewardship and quality internal accounting controls and procedures.

9.8 Seal. The Corporation shall have a seal consisting of two concentric circles, between which shall be inscribed the name of the Corporation and, in the center of which, shall be inscribed the year of its organization and the words "Corporate Seal, State of Virginia." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation. Affixing a corporate seal to a document communicates that it has the official approval of the Corporation.

Section 10

INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was an Elder, may be indemnified by the Corporation, and the Corporation may advance his related expenses to the full extent permitted by law.

The Corporation may purchase and maintain insurance to indemnify: (1) itself for any obligation which it incurs as a result of the indemnification of Elders and officers in the manner provided by law; and (2) Elders and officers whether or not such indemnification is permitted under Virginia law. Such insurance must satisfy the requirements imposed by law.

Section 11

AMENDMENTS

These Bylaws or the Corporation's Articles of Incorporation may be amended by (1) the affirmative vote of a supermajority of at least 66% of the Elders then in office at any meeting of the Board of Directors, provided that written notice of such meeting and the intention to change the Bylaws thereat is delivered to each director at least five (5) days prior to the date of such meeting, or by the unanimous written consent of all Elders without a meeting; and (2) ratification of a supermajority of at least 66% of the members at a properly noticed regular or special meeting in which there is a quorum in accordance with Section 7.8.2 and 7.8.3 of these Bylaws.