

AMENDED AND RESTATED BYLAWS OF THE ORCHARD FELLOWSHIP
(d/b/a The Orchard Church)

The Amended and Restated “Bylaws” are adopted to be legally binding on the Church as of the 22nd day of November, 2026 (the “Effective Date”) to fully amend, supersede, replace, and restate all prior bylaws of the Church in existence as of that date.

ARTICLE 1. NAME

1.1 Name. The name of this nonprofit corporation is The Orchard Fellowship, d/b/a The Orchard Church (the “Church” or “Corporation” herein).

ARTICLE 2. OFFICES AND RECORDS

2.1 Offices and Records. The Church shall maintain a registered office in Tennessee, and may maintain such other offices and keep its books, documents and records at such places within or without Tennessee as may from time to time be designated by the Elder Council. The Church shall maintain all records required by the Tennessee Nonprofit Corporation Act (the “Act”) or other laws.

ARTICLE 3. BIBLICAL MISSION AND NONPROFIT PURPOSE

3.1 Biblical Mission. The Orchard Church exists to make flourishing disciples through the enjoyment of God, together. More particularly, but without limitation, the purposes of the Church are to glorify God; worship Him; equip the saints through instruction; proclaim the gospel of Jesus Christ through preaching and evangelism; encourage, support, and participate in missions work, local, domestic, and international; administer the ordinances of baptism and communion; ordain and employ ministers of the gospel; conduct and carry on services at the place of worship of the Church; encourage Biblical fellowship among believers; perform works of service and mercy providing for physical, emotional, and spiritual needs in the name of Jesus Christ; and all other appropriate forms of expression of the Christian religion.

3.2 Nonprofit Purpose. The Church is a Tennessee nonprofit corporation organized and operated exclusively for religious, educational, and charitable purposes. It will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, as such, will be exempt from taxation under Section 501(a) of the Internal Revenue Code.

ARTICLE 4. STATEMENT OF FAITH

4.1 Statement of Faith. The Church’s Statement of Faith is of the highest importance and a foundational expression of the Church’s identity, mission and purpose. The Statement of Faith is incorporated and made a part of these Bylaws as Appendix A.

ARTICLE 5. MEMBERSHIP

5.1 Definition. For purposes herein, a “member” shall refer to a member of the Church and not a “member” as that term is used under the Tennessee Nonprofit Corporation Act (the “Act”). There are no legal members of the Corporation as member is defined in the Tennessee Nonprofit Corporation Act. The Church recognizes individuals as "ecclesiastical members" strictly for spiritual, pastoral, and biblical purposes.

5.2 Eligibility. To qualify for membership in the Church, a person must have placed their faith in Jesus Christ, show evidence of regeneration, have been baptized by immersion in obedience to Christ following their regeneration, and joyfully believe in the Christian faith as revealed in the Bible. Each member must believe the teaching of scripture as expressed in the Church’s Statement of Faith and fully commit to the Church Covenant. The Elders shall be responsible for determining each person’s qualification for membership. In making this determination, they may rely on a person’s profession of faith, or such other evidence, as the Elders deem appropriate. There is no age requirement for membership.

5.3 Application and Admission to Membership. Persons applying for Membership in The Church are required to apply according to procedures established by the Elder Council. A “member” of the Church is a person whose application has been approved by the Elder Council.

5.4 Privileges of Membership.

5.4.1 Members, unless specified elsewhere in these bylaws, are eligible for consideration as candidates for offices and teams in the Church.

5.4.2 Members who are at least 18 years of age have the privilege to vote on the following matters:

- The approval of new Elders and Deacons.
- The appointment of a new Lead Pastor.
- The termination of the existing Lead Pastor.
- The approval of the annual Church budget.
- The approval of new debt for the Church in excess of \$50,000.
- The expenditure of funds that would cause total expenditures for the fiscal year to exceed the approved annual budget by more than \$50,000 in the aggregate, regardless of the budget line items to which those expenditures are charged; provided that funds used for benevolence, capital improvements, or monies given for a designated purpose are excluded from this provision.
- The changing of the denominational affiliation of the Church.

- The changing of the Charter or the Bylaws.
- The dissolution of the Church or the merger of the Church with another entity.

5.5 Duties of Membership. In accord with the duties enumerated in the Church Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the Church, consistent with the gifts, time, and material resources each has received from God. It is also the privilege and responsibility of members to attend members' meetings and vote on the various matters put forward to the congregation by the Elder Council.

5.6 Church Discipline. Any member consistently neglectful of his or her duties or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church and/or rendering doubtful a profession of faith, shall be subject to the admonition of the Elders, and the discipline of the church, according to the instructions of our Lord in Matthew 18:15–17 and the example of Scripture. Church discipline, then, should ordinarily be contemplated after individual private admonition has failed.

Church discipline can include admonition by the Elders or congregation, deposition from office, and excommunication (see Matt 18:15–17; 1 Tim 5:19–20; 1 Cor 5:4–5). The purpose of such discipline should be for the repentance, reconciliation, and spiritual growth of the individual disciplined; for the instruction in righteousness and good of other Christians, as an example to them; for the purity of the church as a whole; for the good of our corporate witness to non-Christians; supremely for the glory of God by reflecting His holy character.

5.7 Termination of Membership. Members can be removed through (a) voluntary resignation of membership, (b) death, or (c) a decision by the Elder Council as a result of the disciplinary process or prolonged absence. Termination of membership by the Elder Council requires a three-fourths (3/4) majority vote of the Elders voting at an official meeting of the Elder Council. By three-fourths (3/4) majority vote, Elders may also terminate the membership of any individual who has ceased attending the Church but has yet to voluntarily resign after documented attempts to contact the individual or family have been made.

ARTICLE 6. MEMBERSHIP MEETINGS

6.1 Annual Meeting. A Members Meeting of the Church to conduct business shall be held at least annually.

6.2 Special Meetings. As needed, the Elder Council may call a Special Meeting of members from time to time.

6.3 Notice of Meetings. Notices of the time and location of meetings shall be given at least ten days (10) prior to the meeting and at most sixty days (60) before the date of such meeting. Notice may be given in person, or by telephone, e-mail or other form of wire or wireless communication, text, or by mail or private carrier. Notice of meetings will include the matters to be voted on by members and, in the case of Special Meetings, the purpose for the meeting being called.

6.4 Presiding Officer, Meeting Procedures, and Order of Business. The Elder Council or their designated representative(s) shall moderate membership meetings, determine the procedures for membership meetings (e.g., *Robert's Rules of Order*), and designate the agenda for consideration of the membership.

6.5 Quorum. A "Quorum" for all meetings of members consists of the lesser of 75 members or 20% of the members eligible to vote and listed on the Membership List of the Church as of 4:00 p.m. on the last business day preceding the meeting.

6.6 Voting.

6.6.1 Only members at least 18 years of age, not under church discipline, and listed on the Membership List of the Church as of 4:00 p.m. on the last business day preceding the meeting are entitled to vote.

6.6.2 Each member entitled to vote is entitled to one vote on each matter. Members must be physically present at meetings to vote. Voting by proxy is not allowed.

6.6.3 Abstentions and blank ballots count toward quorum thresholds but do not count toward calculating voting thresholds (i.e., they should not be included in the denominator).

6.6.4 Members have the privilege of voting on matters laid out in Section 5.4.2. Unless otherwise stated, each matter requires the affirmative vote of a simple majority of qualified members voting at an official meeting of the Church. The following matters require the approval of a two-thirds (2/3) majority vote of voting members at the Annual Meeting or a Special Meeting:

- The termination of the existing Lead Pastor.
- The changing of the Charter or the Bylaws.

The matters below require the approval of a three-fourths (3/4) majority vote of voting members at the Annual Meeting or a Special Meeting:

- The approval of new Elders and Deacons.
- The appointment of a new Lead Pastor.

- The merger of the Church with another entity.
- The dissolution of the Church.

ARTICLE 7. ELDERS

7.1 Elders are Directors. The Elder Council is the Board of Directors of this Corporation. Whenever in these Bylaws the term “Elder” appears, it means “Director” and whenever the term “Director” appears, it means “Elder.” Furthermore, unless otherwise noted, “Elder” refers specifically to Elders serving on the Elder Council.

7.2 Authority. The Elder Council has final authority over all matters of the Church subject to those requiring the affirmation of membership as outlined in Section 5.4.2. The Elder Council may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the laws of Tennessee, by the Charter or by these Bylaws prohibited.

7.3 Responsibilities. The Elder Council is responsible for the governance and oversight of the affairs of the Church. Working in conjunction with the Pastors and staff, they are responsible to ensure that the mission and ministries of the Church are consistent with Biblical directives and principles. The Elder Council should also devote time to prayer, to the ministry of the Word (by teaching and encouraging sound doctrine), and to shepherding God’s flock (cf. Acts 6:1–6; 1 Peter 5:1–4).

7.3.1 The Elder Council should strive to maintain a distinction between governance and management, and should delegate management of the day-to-day affairs to the Lead Pastor and his staff.

7.3.2 Subject to Section 5.4.2, the Elder Council approves the Church Budget and is the ultimate fiduciary of financial matters of the Church.

7.3.3 Subject to Section 13.2, the Elder Council has final authority and responsibility for all real and personal property held in the name of the Church. The Church may lease real or personal property for its use from time to time.

7.3.4 The Elder Council should ensure that all who minister the Word to the congregation share the fundamental convictions of the Church and its Statement of Faith.

7.4 Number and Vacancies. The Elder Council shall have at least three (3) members, the majority of whom shall consist of non-staff Elders. Three (3) is a legal minimum and ideally the size of the Elder Council will increase as the size of the congregation and number of qualified men increases.

If, due to removal or any other reason, the composition of the Elder Council is less than (a) the three (3) required members or (b) the required ratio of non-staff Elders, the Elder Council may appoint a qualified member of the congregation to serve until the congregation can affirm a new Elder at the Annual Meeting or a Special Meeting.

7.5 Qualification. Serving on the Elder Council is limited to men meeting the following qualifications: (a) have been a member of the Church for at least three (3) years; (b) possess the qualifications outlined in 1 Timothy 3:1–7 and Titus 1:5–9; (c) faithfully supports the Church through regular, generous giving; (d) regularly teaches; (e) have demonstrated active, faithful, selfless service to the Church; (f) be at least 30 years of age. The Elder Council may adjust these qualifications for a newly hired Lead Pastor, who serves as a permanent member of the Elder Council, provided he meets the biblical qualifications for the role of elder and his faithfulness at his prior church has been adequately vetted by the Elder Council.

7.6 Election. The Elder Council will determine the process by which individuals are nominated for candidacy, vetted for membership on the Elder Council, and presented to the Membership for approval. Before their approval by members, the Membership should have at least two weeks (14 days) to express any hesitation or concern related to any Elder candidate. A three-fourths (3/4) affirmative vote of voting members at the Annual Meeting or a Special Meeting is required to affirm the Elder Council's recommendation. Once affirmed by membership, the Elder Council will vote to officially appoint the affirmed candidate to the Council.

7.7 Terms. Except in the case of the Lead Pastor, an Elder shall hold office for a term of three (3) years. An Elder's term may be extended by three (3) additional years by an affirmation vote of at least three-fourths (3/4) of the Elders voting at an official meeting of the Elder Council. If the Elders fail to extend the term of an Elder, such Elder's term of office shall terminate as of the third (3rd) anniversary of his appointment as an Elder. After an Elder (other than the Lead Pastor) has served six (6) consecutive years, he must take a sabbatical of at least one (1) year before he is eligible to be re-elected to serve on the Elder Council again. Elders whose term has not been extended or whose term has expired after six (6) years must be re-approved by the Church Membership to serve on the Elder Council again. No Elder shall hold the office of Deacon during his tenure.

7.8 Removal. An Elder can be removed by an affirmative three-fourths (3/4) majority vote of the Elders voting at an official meeting of the Elder Council.

7.9 Regular Meetings. Regular meetings are held as determined by the Elder Council with at least one meeting per quarter.

7.10 Special Meetings. Special meetings of the Elder Council can be called by the Chairman, the Lead Pastor, or the majority of the Elder Council by providing a notice to all of the Elders (cf. § 7.14).

7.11 Meeting Procedures. The Elder Council shall determine the procedures for its meetings (e.g., Robert's Rules of Order).

7.12 Quorum, Voting Majority, No Proxy Voting. A “Quorum” of the Elder Council is three-fourths (3/4) of the total number of Elders on the Council.

7.12.1 Anything voted on by the Elder Council requires a simple majority affirmative vote of the Elders voting at a proper meeting at which a quorum is present, unless otherwise required by these Bylaws. Such an action is a legally binding act of the Church.

7.12.2 Voting by proxy is not permitted by Elders.

7.12.3 Abstentions and recusals count toward calculating quorum thresholds but do not count toward calculating voting thresholds.

7.13 Action Without a Meeting. An action required or permitted to be taken by the Elder Council at a meeting may be taken without a meeting if all Elders consent in writing or by email, text message, or other similar digital method specifically stating the action taken.

7.14 Notice of Elder Meetings. Notice of a Special Meeting of the Elder Council should be given at least three days (3) in advance and is legally sufficient “Notice” when delivered personally, by telephone, or sent by mail, e-mail, text, or by any other commercially acceptable means of business communication delivered at least three (3) days before the meeting to each Elder per his contact information as shown on the records of the Church. Special meetings to vote on items listed in 7.16 require seven days (7) notice. The Elder Council may meet earlier if all Elders agree to an earlier meeting.

An express waiver of notice must be in a document signed by the Elder entitled to notice. Attendance or participation may constitute waiver as provided in Tenn. Code Ann. § 48-58-204(b). If a catastrophic event prevents a quorum from readily assembling, constituting an emergency under Tenn. Code Ann. § 48-51-201(19), the Church may use the emergency procedures authorized by Tenn. Code Ann. §§ 48-52-107 and 48-53-103 and any duly adopted emergency bylaws, but only to the extent authorized by those provisions. During such an emergency, notice need be given only to Elders whom it is practicable to reach and may be given by any practicable means.

7.15 Remote Meetings. Members of the Elder Council may participate in a regular or Special Meeting through use of conference telephone, internet conference program, or similar electronic equipment, so long as all Elders participating in the meeting can hear and be heard by each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

7.16 Actions Requiring Elder Council Approval. Subject to Section 5.4.2 or any other provision to the contrary, the actions below shall require the approval of the Elder Council and cannot be delegated. Additionally, they shall require a three-fourths (3/4) majority of the Elders voting at an official meeting of the Elder Council.

- The approval of the Annual Budget.

- Any amendment to the Charter or Bylaws of the Church.
 - This includes the Church's Statement of Faith.
- Any merger or consolidation of the Church
- Any sale of all or substantially all of the Church's assets
- Any loans from or to the Church, or any pledge of its assets.
- Any dissolution of the Church.
- Any contract or agreement between the Church and any other person or entity, public or private provided that such contract would cause the Church to incur an obligation of more than Fifty Thousand and No/100 U.S. Dollars (\$50,000.00) or is for a term of more than twelve (12) months.
- The hiring or termination of the Lead Pastor.
- The appointment of new Elders and Deacons.
- The removal from office any Elders, Deacons, or Officers of the Church.
- Approving new members or terminating an individual's membership.
- The acquisition or sale of real property.

7.17 Compensation. Lay Elders shall not receive salary or remuneration for their role as Elders. Staff Elders may be compensated for their role as employees and vocational pastors of the Church.

7.18 Ordination. The Elders will ordain elected Elders at the Annual Meeting, a Special meeting, or during a regularly scheduled worship service of the Church.

7.19 Recusal. All Elders are required to abide by the Church's Conflict of Interest Policy (cf. Section 13.4) and recuse themselves from discussions or decisions in which they may have a conflict of interest.

ARTICLE 8. OFFICERS

8.1 Officers. The Elder Council shall elect from its Membership a Chairman, a Secretary, a Treasurer, and any other offices it shall deem desirable or necessary. The Lead Pastor shall be the President of the Corporation. Any two offices except the offices of the President and Secretary may be held by the same person.

8.2 Election and Term of Office. Officers, other than the President, ordinarily are elected at the Meeting of the Elder Council that occurs immediately after the next year's new Elders are appointed (or at a meeting to be held as soon thereafter as is reasonably convenient). New offices may be created and filled at a meeting of the Elder Council. The term for each officer is one year or until his successor is elected or assumes office. Officers may serve for consecutive years, if elected.

8.3 Vacancies. A vacancy in any office because of death, resignation, or otherwise may be filled by the Elder Council for the unexpired portion of the term. In the absence of a Lead Pastor, the Elder Council may appoint an interim President.

8.4 Removal. A Church officer may be removed from office by a three-fourths (3/4) majority vote of the Elders voting at an official meeting of the Elder Council. The Lead Pastor cannot be removed as President unless the Elders are also voting for his termination (subject to Section 6.6.4)

8.5 President. The Lead Pastor shall be the President of the Corporation and shall have general supervision and direction of the operations of the Corporation including its personnel and shall see that all orders and resolutions of the Elder Council are carried into effect. The President shall have such powers and perform such duties as prescribed from time to time by the Elder Council.

8.6 Chairman. The Chairman normally presides at all meetings of the Elder Council and any meetings of the Members of the Church. The Chairman must be a non-staff Elder.

8.7 Secretary. The Secretary or his designee shall keep the minutes of the meetings of the Elder Council and in general shall perform all duties incident to the office of Secretary, as well as those duties as from time to time may be assigned to him by the Elder Council.

8.8 Treasurer. The Treasurer shall oversee the custody of all funds and securities of the Church subject to regulations as may be imposed by the Elder Council. The Treasurer and/or other qualified designee(s) of the Treasurer and the Elders shall perform or oversee the following duties:

8.8.1 Deposit funds to the credit of the Church in bank or banks the Elder Council may designate;

8.8.2 Ensure that the financial records of the Church are adequately audited by either a designated Church committee or an independent public auditor at least once a year;

8.8.3 Sign notes and other obligations on behalf of the Church;

8.8.4 Disburse the funds of the Church in accordance with the direction of the Elder Council;

8.8.5 Perform all duties incident to the office of Treasurer;

8.8.6 Be responsible for supervising regular entry, in the books of the Church to be kept for that purpose, of full and accurate accounts of all monies received and paid on account of the Church;

8.8.7 Render to the Elder Council, any relevant committees, or the Members of the Church those reports requested by the Elder Council;

8.8.8 Be responsible for supervising the proper recording of all contributions received by the Members and other contributors, issuing any documentation for such contributions as may be required by the IRS, and showing the designated classification of the contributions; and

8.8.9 Perform other duties assigned to him by the Elder Council.

ARTICLE 9. COMMITTEES AND TEAMS

9.1 Committees and Teams. The Elder Council may create additional temporary or ongoing committees or teams to assist the Elders or staff in carrying out their responsibilities. These ordinarily include at least one Elder who, at the discretion of the Elder Council, may be designated as a voting or non-voting member of these committees or teams. All committee or team members must be approved by the Elder Council. The Elder Council will designate a chairperson of the various committees and teams. The chairperson should not be on the Elder Council. The chairperson shall have the authority to call meetings and shall give at least seven (7) days' notice to other committee or team members by mail, email, text message or other acceptable method; committees and teams can meet earlier if all members agree to meet; members can waive their right to meet. A quorum for a team or committee will be the majority of its members. Matters requiring a vote are passed by a majority vote of those present.

The Elder Council can dissolve any committee or team at its discretion. The Elder Council can overrule any committee or team decision at its discretion.

9.2 Finance Ministry Team. The Elder Council normally will form a Finance Ministry Team to assist the Treasurer and the staff in the oversight of financial matters. Other than the designated Elder, if assigned, the Finance Ministry Team must be made up by lay members of the Church who have been members for at least one (1) year and who have professional or relevant experience in finance-related matters. Members will serve a three-year (3) term. If a term ends in the middle of a calendar year, it may be extended to the end of the calendar year by the Elder Council. Former members are eligible to serve again after being inactive for one (1) year.

9.2.1 The Finance Ministry Team will normally assist the Treasurer and the staff in the following ways: (a) The development of the annual budget for the approval of the Elder Council and the members of the Church; (b) the development of the Church's financial policies; (c) the oversight of the auditing of the Church's financial records; (d) the development of a capital improvements plan; (e) other duties as assigned by the Elder Council.

9.2.2 The Chairperson of the Finance Ministry Team will also be a member of the Personnel Ministry Team, if formed, and is normally the only member of the Finance Ministry Team with access to the compensation data of Church staff.

9.2.3 The Finance Ministry Team makes recommendations for approval by the Elder Council unless the Elder Council delegates authority to the Finance Ministry Team (subject to Sections 5.4.2 and 7.16).

9.3 Personnel Ministry Team. The Elder Council normally will form a Personnel Ministry Team to oversee the compensation and benefits of the Church staff and assist the Church staff in developing Human Resource policies. Other than the designated Elder, if assigned, the Personnel Ministry Team must be made up by lay members of the Church who have been members for at least one (1) year and who have professional or relevant experience in personnel-related matters. Members will serve a three-year (3) term. If a term ends in the middle of a calendar year, it may be extended to the end of the calendar year by the Elder Council. Former members are eligible to serve again after being inactive for one year.

9.3.1 The Personnel Ministry Team normally has the following duties: (a) responsible for approving the compensation and benefits of the Church staff and developing compensation guidelines; (b) as needed, provide input to the Church staff for all matters related to Human Resources and personnel policies.

9.3.2 The Personnel Ministry Team does not have authority over the hiring or termination of personnel. As noted in Section 10.3.2, these duties rest with the Lead Pastor. However, the Lead Pastor must seek approval from non-staff Elders on the Elder Council and, if formed, must consult with the Personnel Ministry Team before the termination of any staff member. Additionally, the Lead Pastor or his designee normally must consult with the Personnel Ministry Team before an offer is issued to a potential candidate of the core staff to establish their compensation. The Lead Pastor must also inform the Elders and the Personnel Ministry Team of all potential new hires to the core staff allowing for adequate time for input.

9.3.3 The Personnel Ministry Team, which includes an elder representative and the Chairperson of the Finance Ministry Team, is normally the only group with access to the compensation information of the church staff. However, non-staff Elders have the authority to review compensation data.

9.3.4 The Personnel Ministry Team makes personnel related recommendations for approval by the Elder Council unless the Elder Council delegates authority to the Personnel Ministry Team (subject to Section 7.16).

ARTICLE 10. PASTORS

10.1 Ordination. The Elder Council may ordain duly qualified individuals as ministers of the gospel (i.e., as “Pastors”) or other such Biblical or recognized offices in accordance with the guidelines of Scripture.

10.2 Roles and Responsibilities. The Pastors generally serve as “shepherds of God’s flock” (1 Peter 5:2) overseeing the spiritual teaching and growth of the members of the Church. They are generally responsible for conducting the ministries of the Church, its worship services, and the administration of the ordinances. They lead, train, and supervise paid and volunteer staff in their areas of ministry to further the mission of the Church.

10.3 The Lead Pastor. The Lead Pastor oversees the spiritual life of the Church. He preaches and teaches the Word of God. He is responsible for the church’s worship services, including preaching and the administration of the ordinances of baptism and communion.

10.3.1 The Lead Pastor is the President of the Corporation and shall have general supervision and direction of the operations of the Corporation and shall see that all orders and resolutions of the Elder Council are carried into effect.

10.3.2 The Lead Pastor is responsible for assembling a staff, delegating responsibilities to competent staff, as appropriate, to execute the operations of the Church, and providing proper accountability and evaluation of the performance of their duties. He oversees the staff, including hiring and termination, subject to Section 9.3.2.

10.3.3 The Lead Pastor shall serve as a member of the Elder Council for the duration of his service as Lead Pastor and shall not be subject to the term limitations applicable to other Elders.

10.3.4 The Lead Pastor shall report to the Elder Council. The Elder Council will oversee and support the Lead Pastor and provide proper accountability and evaluation of the performance of his duties.

10.3.5 Election of a New Lead Pastor. When the position of Lead Pastor is vacated, the Elder Council will take appropriate action to (a) secure a qualified candidate to serve as interim Lead Pastor or (b) otherwise ensure that the duties of the Lead Pastor are appropriately carried out by one or more qualified individuals. Once a qualified Lead Pastor candidate has been identified by the Elder Council, they will recommend the new candidate to the Membership in an Annual or Special Meeting (subject to Section 7.16). A three-fourths (3/4) affirmative vote of voting members at the Annual Meeting or a Special Meeting is required to affirm the Elder Council’s recommendation.

10.3.6 Termination of the Lead Pastor. If recommended by the Elder Council at the Annual or a Special Meeting, the Lead Pastor may be dismissed by two-thirds (2/3) affirmative vote of voting members at the Annual Meeting or a Special Meeting.

ARTICLE 11. DEACONS

11.1 Purpose and Responsibilities. The office of Deacon is described in 1 Timothy 3:8–13. In keeping with the principle set forth in Acts 6:1–6, the purpose of Deacons is to help serve the congregation and relieve the Elders of the multitude of practical duties of caring for the flock (e.g., the oversight of benevolence, visitation of the sick, or caring for widows and orphans).

11.2 Qualifications. Deacons must have been members of The Church for at least one (1) year and meet the qualifications of 1 Timothy 3:8–13.

11.3 Election. The Elder Council will determine the process by which individuals are nominated for candidacy and presented to the Membership for approval as a Deacon (subject to Section 7.16). In collaboration with the Elder Council, the Deacon Chair will review the candidates and recommend to the Elder Council those who are qualified for approval. The Elder Council will approve Deacons to be presented to the Congregation. A three-fourths (3/4) affirmative vote of voting members at the Annual Meeting or a Special Meeting is required to affirm the Elder Council's recommendation.

11.4 Number. In collaboration with the Elder Council, the Deacon chair will determine the number of active Deacons.

11.5 Ordination. The Elders will ordain approved deacons at the Annual Meeting, a Special meeting, or during a regularly scheduled worship service of the Church.

11.6 Removal. Removal of a Deacon from active service, other than by completion of a term of service, shall be by resignation or the Elders' action. Termination of the active service of a Deacon requires a three-fourths (3/4) majority vote of the Elders voting at an official meeting of the Elder Council. The Elder Council should consult with the Deacon Chair before removing a Deacon.

11.7 Term. A Deacon shall hold office for a term of three (3) years. A Deacon's term may be extended by the Elder Council and the recommendation of the Deacon Chair. If the Elders fail to extend the term of a Deacon, such Deacon's term of office shall terminate as of the third (3rd) anniversary of his appointment as a Deacon. After a Deacon has served six (6) consecutive years, he must take a sabbatical of at least one (1) year before he is eligible to be re-elected to the office of Deacon. Deacons whose term has not been extended or whose term has expired after six (6) years must be re-approved by the Church Membership to serve as a Deacon again. No Deacon shall hold the office of Elder during his tenure.

11.8 Deacon Officers. The Elders shall appoint a Deacon Chair to oversee the meetings and implementation of the duties of the Deacons.

11.9 Meeting and Organization. The deacons shall meet from time to time for the discussion of the fulfillment of the duties and responsibilities of Deacons. The frequency of the meetings shall be determined by the Deacon Chair. These Bylaws shall take precedence over any other written Deacon policies or procedures.

ARTICLE 12. AMENDMENTS

12.1 Bylaws. As stated in Sections 7.16 and 6.6.4, these Bylaws may be amended, restated, replaced, or altered, in whole or in part, by a three-fourths (3/4) majority vote of the Elders voting at an official meeting of the Elder Council and by a two-thirds (2/3) majority vote of voting members at the Annual Meeting or a Special Meeting; PROVIDED, however, that notice of the proposed change is provided in writing to all Elders at least 15 days but not more than 30 days before the date of the respective vote, and to the Members at least 30 days and not more than 60 days before the date of the respective vote.

ARTICLE 13. CONDUCT OF BUSINESS AND OTHER LEGAL MATTERS

13.1 Fiscal Year. The fiscal year of the Church shall end on December 31, unless otherwise determined from time to time by the Elder Council during the time prescribed by law for making such election for tax purposes for any year.

13.2 Dissolution. As stated in Sections 7.16 and 6.6.4, the dissolution of the Church requires a three-fourths (3/4) majority vote of the Elders voting at an official meeting of the Elder Council and a three-fourths (3/4) vote of voting members at the Annual Meeting or a Special Meeting. In the event of the dissolution of the Church, all of the remaining assets and property of the Church shall, after the payment of the debts of the Church and the necessary expenses incident to such dissolution, be distributed, at the discretion of the Elder Council, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Subject to the foregoing in all instances upon dissolution or termination, the assets of the Church shall be distributed in accordance with the provisions of Tennessee Code Annotated Section 48-64-106, the Tennessee Nonprofit Corporation Act, as they now exist and as they may hereafter be amended or adopted, and Section 501(c)(3) of the Internal Revenue Code. The Corporation's Charter shall take precedence over Section 13.2 of these Bylaws if they conflict.

13.3 Contracts. All contracts, deeds, and other instruments shall be signed on behalf of the Church by the President or by such other person or persons as the Elder Council may designate from time to time.

13.4 Conflicts of Interest. The Church must have a Conflict of Interest Policy related to actual or potential conflicts of interest for Elders and, if formed, members of the Finance Ministry Team, or member of the Personnel Ministry Team. The Conflict of Interest Policy currently in effect shall be available at the Church Office. The Conflict of Interest Policy may be amended by the Elder Council.

13.5 Whistleblower Policy. The Church requires its Pastors, Elders, Directors, Deacons, Staff, and Volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities as representatives of the Church. The Church must have a Whistleblower Policy that encourages and enables individuals to raise concerns about potential violations by any such representative of any applicable law or regulation or policy of the Church. The Whistleblower Policy currently in effect shall be available at the Church Office. The Whistleblower Policy may be amended by the Elder Council.

13.6 Child Safety Policy. The Church is committed to protecting children as image bearers of God. As such, the Church must have a Child Safety Policy. The Child Safety Policy currently in place shall be available at the Church Office. The Child Safety Policy may be amended by the Elder Council.

13.7 No Inurement, Private Benefit, or Political Activity. The Church is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Church is distributable to, or inures to the benefit of its Elders or Officers or any other private person, except as specifically provided herein as reimbursement for expenses or reasonable compensation for services rendered to the Church, and except to make payments and distributions in furtherance of the purposes of the Church. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Church shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

13.8 Use of the Facilities. Use of the Church's facilities must not contradict the Church's Statement of Faith.

ARTICLE 14. INDEMNIFICATION

14.1 Indemnification, Advancement of Expenses, and Insurance. The Corporation shall indemnify and advance expenses to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, T.C.A. §§ 48-58-501 et seq., as amended ("Act"), to every current or former director, officer, board committee member, employee, agent, or volunteer of the Corporation ("Covered Person"). Indemnification shall cover all liabilities, judgments, settlements, fines, penalties, and reasonable expenses, including attorneys' fees, incurred because of such service in connection with any threatened, pending, or completed civil,

criminal, administrative, or investigative proceeding, whether formal or informal, including appeals and participation as a witness. The Corporation shall advance reasonable expenses as incurred before final disposition of a proceeding, subject to any affirmation, repayment undertaking, determination, or authorization required by applicable law. Any required repayment undertaking shall be accepted as an unsecured, unlimited general obligation, without regard to the Covered Person's financial ability to repay. Advances shall be interest-free. All indemnification and advancement shall satisfy legally applicable standards of conduct, limitations, and approval requirements. This Section shall be construed to grant the broadest protection lawfully available, including additional rights permitted under T.C.A. §§ 48-58-507 and 48-58-509, without imposing statutory conditions on persons or payments to which those conditions do not legally apply. The Corporation shall decide each written request for indemnification or advancement within thirty (30) days after receiving the information reasonably necessary to evaluate it and shall pay amounts due within ten (10) days after the decision and satisfaction of any legally required authorization. The Corporation shall promptly initiate and diligently complete all required determinations and authorizations. Failure to meet a deadline shall not substitute for a legally required determination or authorization. A Covered Person may seek judicial enforcement of these rights upon denial or failure to act or pay within the applicable period. To the fullest extent permitted by law, the Corporation shall pay reasonable expenses, including attorneys' fees, incurred to the extent the Covered Person successfully enforces indemnification or advancement rights. These rights are contractual and nonexclusive, continue after service ends, benefit the Covered Person's heirs, estate, and legal representatives, and bind the Corporation's successors. Except as required by law, no amendment, repeal, or inconsistent provision shall diminish protection for acts or omissions occurring before its effectiveness. Subsequent changes in law expanding permissible protection shall apply automatically; changes restricting protection shall apply only to the extent legally required. The Corporation may enter into agreements providing additional lawful protection. Any unenforceable portion of this Section shall be severed, and the remaining provisions shall remain effective. The Corporation shall purchase and maintain directors' and officers' liability insurance and other appropriate liability insurance for Covered Persons to the extent commercially available on reasonable terms, including lawful coverage for liabilities the Corporation cannot itself indemnify. The Elder Council or their designee shall review the adequacy of coverage and limits annually. The availability or absence of insurance shall not diminish the Corporation's obligations under this Section, but no Covered Person shall recover more than once for the same liability or expense.

APPENDIX A

STATEMENT OF FAITH

The Scriptures

We believe the Holy Scriptures of the Old and New Testaments to be the verbally inspired word of God, the final authority and fully sufficient for faith and life, inerrant in the original writings, infallible, and God-breathed (2 Timothy 3:16, 17; 2 Peter 1:20, 21; Matthew 5:18; John 16:12, 13).

The Trinity

We believe in one Triune God, eternally existing in three persons—Father, Son, and Holy Spirit—co-eternal in being and nature, co-equal in power and glory, having the same attributes and perfections (Deuteronomy 6:4; 2 Corinthians 13:14) and loving and glorifying one another.

The Father

God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all-powerful, all-knowing, all-loving, and all-wise. God is Father in truth to those who become children of God through faith in Jesus Christ. (Romans 8:28-30; John 1:12)

The Person and Work of Christ

We believe that the Lord Jesus Christ, the eternal Son of God, became man without ceasing to be God, having been conceived by the Holy Spirit and born of the Virgin Mary so that He might reveal God and redeem sinful man (John 1:1–2, 14; Luke 1:35). We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice and that our justification is made sure by His literal, physical resurrection from the dead (Romans 3:24; 1 Peter 2:24; Ephesians 1:7; 1 Peter 1:3–5). We believe that the Lord Jesus Christ ascended into heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry as Representative, Intercessor, Mediator, and Advocate (Acts 1:9, 10; Hebrews 7:25; Hebrews 9:24; Romans 8:34; 1 John 2:1–2). We believe Jesus is coming again to judge the living and the dead (1 Peter 4:5; Romans 14:9; 2 Timothy 4:1).

The Person and Work of the Holy Spirit

We believe that the Holy Spirit is a person who convicts the world of sin, righteousness, and judgment; He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling, filling, guiding, empowering, and sealing them unto the day of redemption (John 16:8–11; 2 Corinthians 3:6; 1 Corinthians 12:12–14; Romans 8:9; Ephesians 5:18).

Humanity

We believe that human beings were created - male and female - in the image and likeness of God, but that through Adam's sin, the race fell, inherited a sinful nature, and became

alienated from God; man is totally depraved and of himself utterly unable to remedy his lost condition (Genesis 1:26, 27; Romans 3:22, 23; 5:12; Ephesians 2:1–3, 12). Because of the image of God and the death of Jesus for man, every person has dignity, is worthy of respect, and deserves to hear the gospel of Jesus Christ. The supreme need of every human being is to be reconciled to God.

Salvation

We believe that from all eternity, God determined in grace to save a great multitude of guilty sinners from every tribe, language, people, and nation. We believe that salvation is the gift of God brought to man by grace and received by repentance and personal faith in the Lord Jesus Christ, whose precious blood was shed on Calvary for the forgiveness of our sins (Ephesians 2:8–10; John 1:12; Ephesians 1:7; 1 Peter 1:18–19). We believe that God, in grace, elects, justifies, regenerates, sanctifies, and will ultimately glorify every believer.

The Gospel

We believe that the gospel is the good news of Jesus Christ - His life, death, and resurrection (1 Cor. 15:1-7). We believe the gospel is the power of God for salvation and results in a changed life and society (Rom 1:16-17). We believe it is the duty and privilege of every follower of Christ and every church to proclaim the gospel and make disciples of all nations (Matt 28:18-20).

Eternal Security and Assurance of Believers

We believe that all the redeemed are kept by God's power and are thus secure in Christ forever (John 6:37–40; 10:27–30; Romans 8:1, 38, 39; 1 Corinthians 1:4–8; 1 Peter 1:5). We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God's Word, which clearly forbids the use of Christian liberty as an occasion for the flesh (Romans 13:13, 14; Galatians 5:13; Titus 2:11–15).

The Ministry and Spiritual Gifts

We believe that God is sovereign in the bestowing of spiritual gifts. It is, however, the believer's responsibility to attempt to develop his spiritual gifts. The baptism of the Holy Spirit occurs at conversion and is the placing of the believer into the Body of Christ. We also believe that particular spiritual gift(s) are neither essential nor prove the presence of the Holy Spirit nor are an indication of deep spiritual experience (1 Corinthians 12:7, 11, 13; Ephesians 4:7–8). We believe that God hears and answers the prayer of faith in accordance with His own will for the sick and afflicted (John 15:7; 1 John 5:14-15). We believe that it is the privilege and responsibility of every believer to minister and evangelize according to the gift(s) and grace of God that is given to him (Romans 12:1–8; 1 Corinthians 13; 1 Peter 4:10–11).

The Church

We believe that the church, which is the body and bride of Christ, is a spiritual organism comprised of all born-again persons (Ephesians 1:22, 23; 5:25–27; 1 Corinthians 12:12–14; 2 Corinthians 11:2). We believe that the establishment and continuance of local churches

are clearly taught and defined in the New Testament Scriptures (Acts 14:27; 18:22; 20:17; 1 Timothy 3:1–3; Titus 1:5–11). We believe in the autonomy of the local church, free of any external authority and control (Acts 13:1–4; 15:19–31; 20:28; Romans 16:1,4; 1 Corinthians 3:9, 16; 1 Corinthians 5:4–7, 13; 1 Peter 5:1–4). We believe the local church is to be led by a plurality of godly men. We recognize believer's baptism and the Lord's Supper as scriptural means of testimony for the church (Matthew 28:19, 20; Acts 2:41, 42; Acts 18:8; 1 Corinthians 11:23–26).

The Restoration of All Things

We believe Jesus will return, exercise His role as final Judge, and consummate His kingdom. We believe in the bodily resurrection of both the just and the unjust - the unjust to judgment and eternal conscious punishment in hell and the just to eternal blessedness in the presence of God Himself in heaven. We believe all things will ultimately end in praise of His glorious grace.

Marriage

Based on the Scriptures' teaching, we believe marriage involves the union of one man and one woman in a permanent sacred covenant. Though various cultures and customs have evolving definitions of marriage, God alone has the ultimate authority to prescribe and describe the marital relationship (Genesis 2:24, Matthew 19:1-9, Mark 10:1-12). Furthermore, sexual intimacy is to be exercised and pursued only within the confines of this marital relationship. Sexual immorality, defined as any sexual activity outside the boundaries of marriage between one man and one woman, is clearly and expressly prohibited by our Lord (Matthew 15:19, 1 Corinthians 6:9-11, 1 Thessalonians 4:3, Hebrews 13:4). Though sinful sexual expression is grievous to God (as is all sin), the gospel provides redemption and restoration to all who confess and forsake their sin, seeking mercy and forgiveness through Jesus Christ (1 Corinthians 6:9-11, Ephesians 2:1-10, Titus 3:3-7). We believe everyone must be afforded compassion, love, kindness, respect, and dignity. Hateful, bullying, or harassing behavior or attitudes directed toward any individual are to be repudiated as sinful and have no place among God's people (1 Peter 3:15).