

BYLAWS

OF

LifeBridge Church, Inc.

DBA

VERTICAL CHURCH

These Amended and Restated Bylaws govern the affairs of LifeBridge Church, Inc., DBA Vertical Church, a Mississippi nonprofit religious corporation (the "Church" or "Corporation"). The Church is organized under the Mississippi Nonprofit Corporation Act, Sections 79-11-101 et seq. of the Mississippi Code Annotated of 1972, as presently or subsequently amended, as well as any corresponding successor statutes thereto and provisions thereof (the "Act"). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

Article I

Definitions and Construction

Section 1. BYLAWS DEFINITIONS. Unless the context in which they are used clearly indicates that a different definition is intended, the following terms, when used in these Bylaws, shall have the following meanings:

- (a) Act: The term "Act" means the Mississippi Nonprofit Corporation Act, Sections 7911101 et seq. of the Mississippi Code Annotated of 1972, as presently or subsequently amended, as well as any corresponding successor statutes thereto and provisions thereof.
- (b) Articles: The term "Articles" means the Articles of Incorporation of the Corporation, together with any amended and restated Articles of Incorporation of the Corporation and Articles of Merger of the Corporation in which the Corporation is the surviving corporation then currently in effect from time to time.
- (c) Board: The term "Board" means the Board of Directors of the Corporation, hereafter referred to as the Board or the Advisory Team of Vertical Church. The Advisory Team, in their capacities as such, the Advisory Team shall be responsible for the spiritual matters to guard the vision and mission of the Church and, in their capacities as Directors, shall be responsible for the business matters of the Corporation. No person or group of persons either constitute or are members of the Board because of authority delegated to that person or group pursuant to the Articles to exercise some or all of the powers which would otherwise be exercised by the Board.
- (d) Church: The term "Church" means the collective membership of the Corporation, following the incorporation of the Church as the Corporation and, refers to the religious nature of the Corporation, and is synonymous and coextensive with the Corporation.

- (e) Corporation: The term "Corporation" means the incorporated nonprofit entity referred to in Section 1 of Article II of these Bylaws and is used to refer to the legal entity in which the Church is organized.
- (f) Lead Pastor: The term "Lead Pastor" means the minister who has been selected by the members pursuant to Church doctrine to serve as the lead minister of the Church. May also be referred to as executive leadership.
- (g) Executive Director: The term "Executive Director" means the minister who has been selected by the members pursuant to Church doctrine to oversee the operational and business aspects of the Church. May also be referred to as executive leadership.

Section 2. ACT DEFINITIONS. Unless the context in which they are used clearly indicates that a different definition is intended, any terms used in these Bylaws, which are not specifically defined in either this Article I or any other provisions of these Bylaws but which are specifically defined by the Act (whether for general or special and limited purposes), are defined for purposes of these Bylaws identically to the definitions of such terms as contained in the Act, but with any definitions contained in the Act for special and limited purposes being so identically defined for purposes of these Bylaws only for such same special and limited purposes herein.

Section 3. BYLAWS CONSTRUCTION. These Bylaws are the code of rules adopted pursuant to the Act for the regulation or management of the affairs of the Corporation. Nevertheless, any conflicts between the provisions of these Bylaws and the non-discretionary provisions of the Act shall be resolved in favor of and be controlled by the applicable provisions of the Act, and these Bylaws shall be interpreted and construed consistently with the applicable provisions of the Act.

Article II

Name and Offices

Section 1. NAME. The name of this Corporation shall be the corporate name that is set forth from time to time in these Articles.

Section 2. PRINCIPAL OFFICE. The principal office of the Corporation shall be the office where the principal executive offices of the Corporation are located from time to time, with the initial principal office of the Corporation being located at 521 Gluckstadt Road, Madison, Mississippi 39110, subject, however, to such initial location being subsequently changed to such other locations, as the Board may from time to time determine, with such subsequent locations of the principal office of the Corporation to be either the then-current location of the Church's physical facilities or such other offices as may be designated as such from time to time by appropriate resolution of the Board duly adopted and entered in the minutes of the Corporation. Other offices for the activities of the Corporation shall be located at such places as the Board or officers may from time to time determine.

Article III

Statement of Beliefs

Section 1. WHAT WE BELIEVE.

- (a) We believe that Jesus of Nazareth is the Messiah, the Son of the Living God, and God in human form. We believe that the virgin-born Son of God died for our sins, was buried, rose from the dead, and is coming again. We believe He is both fully God and fully man. *Philippians 2:5-7; John 14:9; John 8:58; John 1:1, 14; Colossians 2:9.*
- (b) We believe that the Bible is the inspired Word of God, the written record of His supernatural revelation of Himself to man, absolute in its authority, complete in its revelation, final in its content, and without any error in its teaching. *2 Timothy 3:16-17; 2 Peter 1:20-21.*
- (c) We believe in the historical creation of man. *Genesis 1:27.*
- (d) We believe in the sanctity of life, and that life begins at conception. *Psalm 139:13-16.*
- (e) We believe that all men are born with a sin nature. *Jeremiah 17:9; Romans 3:23.*
- (f) We believe in the sanctity of marriage between one man and one woman. *Genesis 2:24; Jeremiah 29:6; Isaiah 62:5; Leviticus 18:22, Leviticus 20:13.*
- (g) We believe in the substitutionary death of Christ on the cross to atone for the sins of humanity. *Isaiah 53:3-6; 2 Corinthians 5:21; Romans 5:8.*
- (h) We believe in the literal, bodily resurrection of Christ from the dead as prophesied. *1 Corinthians 15:1-4.*
- (i) We believe in the literal return of Christ as promised. *John 14:1-6; 1 Thessalonians 4:16-18; 2 Peter 3:3-4, 10, 13.*
- (j) We believe in the assignment of all people to heaven or to hell at their time of death or at the time of Christ's return. *Hebrews 9:27; 2 Thessalonians 1:8-9; Revelation 20:15; 2 Corinthians 5:6-10.*
- (k) We believe the forgiveness of sins and the gift of eternal life are promised to those who trust Jesus Christ as their Lord and Savior. *John 3:16-17; Ephesians 2:8-9.*
- (l) We believe those putting their trust in Christ should repent of their sins, confess their faith, and be baptized into Him.
 - (i) We do not administer baptism to infants or children who have not confessed faith in Christ, nor do we baptize by any mode other than immersion.
 - (ii) We would ask any believer who has not been baptized by immersion to submit to that New Testament form before becoming a partner of Vertical Church. *Romans 10:9; Acts 2:38-39; Romans 6:3-4.*
- (m) We believe those who receive Christ also receive the indwelling presence of the Holy Spirit: He marks them as the possession of God, manifests the fruit of righteousness in their character, and endows them with spiritual gifts for ministry. *2 Corinthians 1:21-22; Galatians 5:22-23; 1 Corinthians 12:4-6.*
- (n) We believe a spiritual gift is a special ability, given by the Holy Spirit to every believer, to be used to minister to others and thereby build up the Body of Christ. *1 Peter 4:10; Romans 12:6-8; 1 Corinthians 12:7-11.*

- (o) We believe each believer should give a generous, intentional, regular, proportional gift of their income to God, through the local church, as a spiritual discipline. We believe that the tithe (one-tenth) is the minimum standard by which Christians determine if they are giving generously. *Malachi 3:10; 1 Corinthians 16:2; 2 Corinthians 9:6-7.*
- (p) We believe God answers prayer, occasionally in miraculous ways. We believe prayer is a spiritual discipline that should be taught and exercised within the Body of Christ. *Acts 1:14; Colossians 4:2; 1 John 5:14-15.*
- (q) We believe the Church is a body of Christ-followers who should live in community and enjoy the connection found in small groups. *Acts 2:44-47.*
- (r) We believe the will of God is discerned through the direct teaching of the Scriptures as well as through prayer, wise counsel, and careful consideration of circumstances. *Proverbs 16:3; Proverbs 19:21; James 1:5; James 4:13-15; Romans 12:1-2.*
- (s) We believe we are "Christians only," but not the only Christians. *John 10:14-16.*
- (t) We believe the Church should seek unity with all believers in matters essential to the universal Christian faith and contend for liberty in all matters wherein the Lord has not spoken through His Word. *Ephesians 4:2-6.*
- (u) We believe the local church is an autonomous body that cooperates with Christian agencies but is regulated or dominated by none. *Ephesians 5:23b.*
- (v) We believe love is to be shown to all people as the central trait of the Christian faith. *John 13:35; 1 Peter 4:8.*
- (w) We believe the mission of the church is to reach the spiritually lost for Christ, to teach with the goal of helping believers become like Christ, and then to mobilize believers to live sent--accomplishing God's purposes in the world. *Matthew 28:18-20.*
- (x) We believe full devotion to Jesus Christ is normal for every Christian. *Matthew 16:24-27*

Article IV

Members and Membership

Section 1. SHARES AND DISTRIBUTIONS. The Corporation shall issue no shares, and no member of the Corporation shall receive any shares in the Corporation. There shall be neither any distribution of a dividend or payment of any part of the income or profit of the Corporation to or among its members, directors, or officers nor any inurement to the benefit of any member, director, an officer of the Corporation or other private individual of any part of the net income, profit or earnings of the Corporation. Except as authorized under the applicable provisions of the Act and the Articles relating to dissolution of the Corporation, this Corporation shall not make any distributions, and in the event of dissolution, distribution of the assets of the corporation shall only be made to one or more funds, foundations, or other corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

Section 2. MEMBERS. Any person may be admitted as a member of the Corporation if such person satisfies the following criteria and procedures for admission to membership in the Corporation.

This body shall be composed of members received in the following manner, upon recommendation by the staff and approval by the Board:

(a) By baptism, upon a public profession of faith in the Lord Jesus Christ.

or

(b) By transfer of church membership from a sister church of like faith and order, such membership being in good standing and such sister church being also in good standing.

or

(c) By a statement, when records of former church membership are unobtainable, or by those who have held membership in this or a sister church but for reasons of their own have more recently affiliated themselves with other denominations.

and

(d) Upon completion of a staff-led membership process.

No person shall be admitted as a member of the Corporation without their consent.

Members may be referred to as "Partners" in various literature and discussions related to the Corporation. The use of this term does not convey any legal position for people referred to as partners, other than the same rights as members. The term "Partner" has no special legal meaning or status and is intended solely to reflect that such individuals are partnering in the ministry of the church and not that they have any legal position or status as officers or directors of the corporation.

Section 3. MEMBERSHIP. Membership in the Corporation shall confer upon a member such rights and obligations in the Corporation as are specified in the Act, the Articles, and these Bylaws.

Section 4. IDENTITY. A member is any person who has been admitted to membership in the Corporation pursuant to Section 2 of this Article of these Bylaws.

Section 5. CONSIDERATION. The Corporation shall admit members for no consideration.

Section 6. RIGHTS AND OBLIGATIONS. All members of the Corporation shall have the same rights and obligations with respect to voting and any other matters.

Section 7. TRANSFERS. No member of the Corporation may transfer a membership or any right arising therefrom to any other person.

Section 8. LIABILITIES. A member of the Corporation shall not, as such, be personally liable for the acts, debts, liabilities, or obligations of the Corporation.

Section 9. RESIGNATION. A member may resign from membership in the Corporation at any time.

Section 10. INITIAL MEMBERS. The then-current membership of the Church, having previously been admitted to membership in the Church while it was organized and existing as a "religious society" under the laws of the State of Mississippi prior to its incorporation as the Corporation, as of the date of incorporation of the Church as the Corporation, shall automatically be and constitute the initial members of the Corporation.

Article V

Members' Meetings and Voting

Section 1. ANNUAL MEETING. The annual meeting of the members of the Corporation shall be held during the regularly scheduled February business meeting of the Corporation, upon notice duly given, at the principal place of business of the Corporation, or at such other date, time or place as may be designated in the notice of the meeting, or as may be agreed upon by the members, which agreement may be indicated by the presence of such members at such meeting. At the annual meeting, the Lead Pastor and the Executive Director shall report to the members on the activities and financial condition, respectively, of the Corporation. In addition, the members shall consider and act upon such other business and matters that may properly be raised and come before the meeting, including the election of Advisory Team Members. The failure to hold an annual membership meeting shall not affect the validity of any Church action.

Section 2. SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, shall be held at the principal office of the Corporation, and may be called at any time by the Lead Pastor, the Executive Director or the Advisory Team.

Section 3. NOTICE. Notice stating the place, date, and time of all membership meetings, annual or special, shall be given, by or at the direction of the Lead Pastor, the Executive Director or the Advisory Team to each member of the Corporation entitled to notice of such annual or special meeting, unless such notice shall be waived thereby. The Corporation shall give such notice consistent with these Bylaws and in a fair and reasonable manner. While other means of giving notice may also be fair and reasonable when all of the circumstances are considered, any notice shall be considered fair and reasonable if: (a) the Corporation publishes notice on its website no fewer than ten (10) calendar days immediately prior to the proposed meeting; or (b) the Church mails or emails notice to its members of the place, date and time of each annual and special meeting of members no fewer than ten (10) days before the meeting day; and (c) notice of an annual meeting includes a description of any matter or matters which must be approved by the members pursuant to the applicable provision of the Act; and (d) notice of a special meeting includes a description of the matter or matters for which the meeting is called. However, notice

of an annual meeting need not otherwise include a description for the purposes or purposes for which it is called.

Section 4. ADJOURNMENT. Any meeting of members, annual or special, may adjourn to a different date or time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the date, time, and place thereof are announced at the meeting at which the adjournment is taken before the adjournment thereof. At the adjourned meeting, the members may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is or must be fixed for the reconvened meeting, a notice of the reconvened meeting shall be given to each member of record as of the new record date. The Board must fix a new record date if the meeting is adjourned to a date more than seventy (70) days after the date fixed for the original meeting.

Section 5. QUORUM. A quorum for action on any matter at any properly scheduled and noticed annual or special membership meeting shall consist of the attending members. Once a member is represented for any purpose at a meeting, he or she is deemed present for quorum purposes for the remainder of the meeting.

Section 6. MEMBERSHIP VOTING. The following actions require a majority approval of the membership in attendance:

- (a) Selection or Termination of the Lead Pastor
- (b) Selection or Termination of the Executive Director
- (c) Approval of new Advisory Team members
- (d) Approval of the annual budget
- (e) The decision to approve debt in excess of one-twelfth of the previous year's operating budget.
- (f) Amendment of the Bylaws

Section 7. ORGANIZATION. The Lead Pastor, Executive Director, or Chairman of the Advisory Team, as appropriate, shall call meetings of the members to order and shall act as Chairman of such meetings, unless the Lead Pastor, Executive Director, or Chairman of the Advisory Team have designated some other person to preside in their absence. The Secretary-Treasurer of the Corporation shall act as secretary of all members' meetings, but in the absence of the Secretary-Treasurer or due to his or her inability to act at any such meeting, the presiding officer shall appoint another person to act as secretary of that meeting.

Section 8. PROXIES AND ABSENTEE BALLOTS. No proxy voting shall be allowed, and no absentee ballots shall be allowed.

Article VI

Directors

Section 1. GENERAL POWERS. Except to the extent that the Articles authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by the Board, all corporate powers of the Corporation shall be exercised by or under the authority of, and the activities and affairs of the Corporation shall be managed under the direction of, the Board.

Subject to any limitation set forth in the Articles, the Board is vested with full power to determine the Corporation's policies within the purposes and limits of the Articles, these Bylaws, the Act, other applicable statutory and common laws of the State of Mississippi and other applicable jurisdictions, and contractual influences; provided, however, that the Board, except to the limited extent otherwise permitted by the Act, may not authorize, without such member approval as may be required or permitted by the Act or such greater vote as may be required by the Articles, these Bylaws, the Board, or the members: an amendment of the Articles; a plan of a merger involving the Corporation; a transaction involving a sale, lease, exchange or other disposal of all or substantially all of the property of the Corporation outside the usual and regular course of its activities; or a plan of dissolution of the Corporation. To the extent that the Articles authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by the Board, any such person or persons shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. Unless another number is specified in or fixed in accordance with the Articles, the number of the directors of the Corporation shall be not less than seven (7) lay members and two (2) executive staff members, including the Lead Pastor and the Executive Director, with the actual number thereof serving from time to time to be determined, within such variable minimum and maximum range, by resolution of the members or the Board; Unless the Articles specify a different term, directors shall be elected for a term of four (4) years. Directors may not be elected for successive terms but may be elected again after a one (1) year absence from the Board. The Lead Pastor and Executive Director are considered voting members of the Board and are not subject to the successive term requirements. Despite the expiration of the directors' terms, such directors shall continue to serve until their successors shall have been elected, designated, or appointed and qualified, until there is a decrease in the number of directors, or until their earlier death, incapacity, resignation, or removal. However, a decrease in the number of directors or the term of office shall not shorten any incumbent director's term. Directors must be individuals and members of the Corporation and meet the qualifications as listed in the Advisory Team Member Guidelines and Responsibilities.

Section 3. NOMINATION OF DIRECTORS. Each fall of an odd-numbered year, individuals shall be nominated for consideration as Directors by a nominating committee that is composed of the Executive Director, Chairman of the Advisory Team, and all full-time staff members of Vertical Church. Nomination as a director requires a 2/3rds majority approval of the nominating committee. The selections of the nominating committee must be provided to the membership no less than 30 days prior to a vote to elect such directors. Only candidates nominated by the nominating committee are eligible for election. Candidates nominated or being considered for nomination shall be subject to examination for determining their qualifications to serve in a leadership role as outlined in the Advisory Team Member Guidelines and Responsibilities.

Section 4. VOTING IN ELECTION OF DIRECTORS. Following the above nomination and examination process, the slate of directors are elected by the affirmative vote of the membership in attendance at each even-numbered year's annual meeting.

Section 5. VACANCIES. Unless the Articles provide otherwise, if a vacancy occurs on the Board, due to resignation or termination, including a vacancy resulting from an increase in the number of directors, such vacancy may be filled by a two-thirds vote of the Board. If the church determines the number of board members should be increased, the new openings shall be filled by a vote of the majority of the members entitled to vote. Except as otherwise may be provided in the Articles, the term of a director designated or appointed to fill a vacancy in the office of a

director shall expire at the end of the unexpired term which such elected, appointed, or designated director is filling. If a vacancy will occur at a specific later date (due to a resignation being made effective at such specific later date or otherwise), such a pending vacancy may be filled before such vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 6. ANNUAL MEETINGS. Annual meetings of the Board shall be held each year at the first regularly scheduled Advisory Team meeting of the year. Unless the Articles provide otherwise, notice shall not be required to be given of the date, time, or place of the annual meetings of the Board, nor of the purposes of such meetings.

Section 7. REGULAR MEETINGS. The Board, by resolution adopted by a majority of the full Board, may designate the place, date, and time for regular meetings of the Board to be held more frequently than annually. Written or printed notice of such resolution shall be given to all directors within a reasonable time after the adoption thereof. Unless the Articles provide otherwise, notice of the date, time, place, or purposes of such regular meetings of the Board shall not be required to be given.

Section 8. SPECIAL MEETINGS. Special meetings of the Board may be called at any date, time, and place, by the Lead Pastor, the Executive Director, the Chairman of the Advisory Team, or by a majority of the Board. Notice meeting the requirements of Article XII of these Bylaws, stating the place, date, and time of such special meeting, shall be given by the Secretary to each director, at least two (2) days prior to the date of such meeting (unless the Articles provide for a longer or shorter period), but it shall not be necessary to describe in such notice the purpose of such special meeting unless required by the Articles.

Section 9. TELEPHONIC MEETINGS PERMITTED. Unless the Articles provide otherwise, the Board may permit any or all directors to participate in an annual, regular, or special meeting by, or conduct such a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. ACTION BY CONSENT OF DIRECTORS. Unless the Articles provide otherwise, any action required or permitted to be taken at a meeting of the Board may be taken without such a meeting if one or more written consents, describing and evidencing the action so taken, shall be signed by all of the members of the Board and included in the minutes or filed with the corporate records reflecting the action taken, with such action to be effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent is to have the same effect as a meeting vote and may be described as such in any document.

Section 11. QUORUM. Unless the Act or the Articles require a greater number, a two-thirds majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 12. VOTING. Unless the Act or the Articles require the vote of a greater number of directors, the affirmative vote of a two-thirds majority of the directors present at a meeting at which a quorum is present when a vote is taken shall be the act of the Board. Under extreme circumstances, a matter may require the Chairman of the Board, with approval from the Lead

Pastor and the Executive Director, to waive the two-thirds vote requirement prior to a regular or special meeting. Notice of a decision to waive the two-thirds vote requirement in exchange for a simple majority vote must be given to each director upon calling the meeting to order. Under extreme circumstances, the Board may vote to waive the two-thirds requirement in exchange for a simple majority vote. A director who is present at a meeting of the Board or a committee thereof when corporate action is taken is deemed to have assented to the action taken unless:

- (a) such director objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting business at the meeting;
- (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) Such director delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

This right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 13. EXECUTIVE AND OTHER COMMITTEES. Unless the Articles provide otherwise, the Board, by resolution, may create committees and appoint from among its members two (2) or more directors to serve as the members of each such committee at the pleasure of the Board, and each such committee shall have and may exercise the authority of the Board to the extent specified either in such resolution or amendments thereto, consistent with the laws of the State of Mississippi, or in the Articles; provided, however, that such a committee may not:

- (a) authorize a distribution;
- (b) approve or recommend to members actions that the Act requires to be approved by members;
- (c) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees;
- (d) amend the Articles to the extent permitted by the Act to be amended by the directors without member action;
- (e) adopt, amend or repeal Bylaws; or
- (f) take any other actions that committees are prohibited from taking by the Act.

The requirements of these Bylaws and the Articles governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to such committees and their members as well.

Section 14. COMPENSATION. Unless the Articles provide otherwise, no director shall receive any salary or other compensation for services as a director unless otherwise specifically ordered by the Board; provided, however, that nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 15. REMOVAL. Directors may be removed only for cause, any one (1) or more of the directors elected by the members may be removed by a vote of the members, but only at a meeting of the members called for that purpose, with the notice of the meeting being required to

state that the purpose, or one of the purposes, of the special meeting, is consideration of the removal of the director or directors.

Section 16. RESIGNATION. A director may resign at any time by delivering written notice to the Lead Pastor, Executive Director, or the Chairman of the Board. A resignation is effective when the notice thereof is effective in accordance with Article XII of these Bylaws unless the notice specifies a later effective date.

Article VII

Officers

Section 1. NUMBER AND QUALIFICATIONS. The officers of the Corporation shall consist of the Lead Pastor, Executive Director, the Chairman of the Advisory Team, and a Secretary-Treasurer. Any two (2) or more offices may be held simultaneously by the same person except the offices of Lead Pastor and Chariman of the Advisory Team. An officer may execute, acknowledge, verify and/or deliver any instrument or documents in the name of and on behalf of the Corporation in more than one official capacity, with $\frac{2}{3}$ (two-thirds) approval from officers. The Lead Pastor, Executive Director, Chairman of the Advisory Team, and Secretary-Treasurer constitute the senior executive officers of the Corporation.

Section 2. APPOINTMENT AND TERM. The membership elects the Lead Pastor, Executive Director, and the Board. The Lead Pastor and the Executive Director are permanent members of the Board, while other members are elected for four (4) year terms. The Chairman of the Board shall be elected by the Board at the first meeting following the election of the Board and shall serve a term of one (1) year. The Chairman may not be elected to serve consecutive terms.

Section 3. COMPENSATION. The officers of the Corporation shall not be paid any additional salary or other compensation for serving in the capacity of an officer of the Corporation. Any payment made to an officer of the Corporation, such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by such officer, which shall be finally disallowed by the Internal Revenue Service in whole or in part as a deductible expense to the Corporation, shall be reimbursed by such officer to the Corporation to the full extent of the disallowance. In lieu of immediate payment by the officer to the Corporation, subject to the determination of the Board, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

Section 4. RESIGNATION. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5. REMOVAL No officer may be removed without membership approval.

Section 6. NOTICE OF EMPLOYMENT AND REMOVAL OF OFFICERS. Absent a written agreement signed by a duly authorized officer of the Corporation to the contrary, all employment with the Corporation, including any employment of officers, is at will. Appointment to an office does not itself constitute employment with the Corporation and does not change the nature of any employment. Absent a written agreement signed by a duly authorized officer of the

Corporation to the contrary, the employment of officers and/or services of officers, like that of all other employees, may be terminated at any time, with or without cause and without further obligation.

Section 7. VACANCIES. With the exceptions of the Lead Pastor and the Executive Director, a vacancy in any office, because of death, incapacity, resignation, removal, disqualification, or otherwise, may be filled by the Board, at any meeting thereof, for the unexpired period of the term. If a resignation is made effective at a specific later date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date of the resignation if the successor officer does not take office until the effective date of the resignation. A vacancy in the office of Lead Pastor because of death, incapacity, resignation, removal, or otherwise may be permanently filled only by vote of the members of the Church, who constitute the members of the Corporation. In the event of a vacancy, the Board may appoint an interim Lead Pastor and establish a Lead Pastor Selection Committee. This committee may include anyone who is a current member of the church and must include the Executive Director and member(s) of the Advisory Team. The recommendation of the Lead Pastor Selection Committee shall constitute a nomination and shall be brought for a vote of the members of the Church, who constitute the members of the Corporation. A vacancy in the office of Executive Director because of death, incapacity, resignation, removal, or otherwise may be permanently filled only by vote of the members of the Church, who constitute the members of the Corporation. In the event of a vacancy, the Board may appoint an interim Executive Director and establish an Executive Director Selection Committee. This committee may include anyone who is a current member of the church and must include the Lead Pastor and member(s) of the Advisory Team. The recommendation of the Executive Director Selection Committee shall constitute a nomination and shall be brought for a vote of the members of the Church, who constitute the members of the Corporation.

Article VIII

Duties of Officers

Section 1. LEAD PASTOR. The Lead Pastor of the Church shall be the Chief Executive Officer of the Corporation. The Lead Pastor shall preside at all meetings of members or shall designate some other person to preside at such meetings. The Lead Pastor shall perform all duties incident to the office of the Chief Executive Officer of a corporation, and such other duties as may from time to time be prescribed by the Board of Directors. The Lead Pastor may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed.

Section 2. EXECUTIVE DIRECTOR The Executive Director shall serve as the Chief Operations Officer and Secretary-Treasurer of the Corporation. The Executive Director shall have general supervision and management of the business policy of the Corporation, including all operational and administrative aspects, to ensure alignment with the vision and mission of the church. The Executive Director, upon the approval of the Board and the members, as applicable, shall have the power and authority to sign, make, execute, and deliver any and all deeds or conveyances, leases, contracts, assignments, releases, share certificates, and all other documents and instruments on behalf of the Corporation.

Section 3. CHAIRMAN OF THE ADVISORY TEAM The Chairman of the Advisory Team shall serve as Chairman of the Board. The Chairman shall preside at all meetings of the Advisory Team or shall designate some other person to preside at such meetings. The Chairman shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board from time to time.

Section 4. SECRETARY-TREASURER. The Secretary-Treasurer shall: (a) keep and prepare the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these Bylaws and as required by law; (c) be custodian of the Corporation's records and of the seal of the Corporation and be responsible for authenticating records of the Corporation; (d) keep a register of the post office address of each member, which shall be furnished to the Secretary-Treasurer by such member; (e) have general charge of membership books of the Corporation; (f) keep or cause to be kept, and file or cause to be filed, such reports, except financial reports and statements, as the Corporation is required to keep and maintain pursuant to the Act; (g) have charge and custody of and be responsible for the funds, instruments and securities of the Corporation; (h) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; (i) deposit all such moneys in the name of the Corporation in such banking or savings institution or institutions as shall be selected in accordance with the provisions of Article IXVIII, Section 2, of these Bylaws; (j) prepare, or have prepared, such reports of the financial condition of the Corporation as may be required; (k) furnish to the members any reports of indemnification or advancement of expenses to a director, officer, employee or agent of the Corporation in connection with a legal proceeding, as well as any other financial-type reports and statements, as may be required to be furnished by the Corporation to its members pursuant to the Act or these Bylaws; and (l) in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to the Secretary-Treasurer by the Lead Pastor.

Article IX

Checks and Deposits

Section 1. CHECKS. Checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or representative or representatives of the Corporation as the Board by resolution, shall designate.

Section 2. DEPOSITS. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, savings institutions, trust companies, or other depositories as the Board, by resolution, may select.

Section 3. CONTRACTS AND OTHER DOCUMENTS. All contracts and other documents entered into on behalf of the church shall be executed by the directors as designated by the board.

Section 4. GIFTS. The board may accept or decline, on behalf of the church, contributions, gifts, bequests, or devises for general purposes or for a special purpose of the church.

Article X

Fiscal Year

The annual accounting period and taxable year of the Corporation shall end on the last day of the month of December of each year unless otherwise changed by appropriate resolution of the Board.

Article XI

Notices

Section 1. APPLICABILITY. Any notice required by the Act, the Articles, these Bylaws, or otherwise, to be given to any member, director, or officer of the Corporation shall be governed by and given in accordance with the requirements of this Article XII of these Bylaws unless the provisions of the Act, the Articles, or other statutes or any other provision of these Bylaws applicable to particular circumstances prescribe different notice requirements for such particular circumstances, in which event such notice shall be governed by and given in accordance with such other notice requirements.

Section 2. DELIVERY. Any notice so required to be given shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, telegraph, teletype or other forms of wire or wireless communication; or by mail or private carrier; if these forms of personal notice are impractical, notice may be communicated by a newspaper of general circulation in the area where published or by radio, television or other form of public broadcast communication.

Section 3. EFFECTIVENESS. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, shall be effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage affixed and correctly addressed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed. Written notice is correctly addressed to a member or director if addressed to the member's or director's address shown in the Corporation's current list of members or directors. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members, directors, and/or officers shall constitute a written notice or report if addressed or delivered to the member's, director's, or officer's address shown in the Corporation's current list of members, directors, or officers in the case of members, directors, or officers who are residents of the same household and who have the same address in the Corporation's current

list of members, directors, or officers if addressed or delivered to one of such members, directors or officers at the address appearing on the current list of members, directors or officers. Written notice is correctly addressed to a domestic corporation or foreign corporation authorized to transact business in the State of Mississippi, other than in its capacity as a member, if addressed to its registered agent at its registered office or to its secretary at its principal office as shown in its most recent status report or, in the case of a foreign corporation that has not yet delivered a status report to the Mississippi Secretary of State, in its application for a certificate of authority.

Section 4. WRITTEN WAIVERS. Whenever any notice is required to be given to any member, director, or officer of the Corporation by the Act or any other statute, the Articles, these Bylaws, or otherwise, such person or persons may waive any such notice. A waiver thereof must be in writing, signed by the person or persons entitled to such notice (whether before or after the date and time stated in the notice), and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

Section 5. WAIVERS BY ATTENDANCE. A member's attendance at, or a director's attendance at or participation in, a meeting thereof, as the case may be, waives such person's objection (a) to lack of any required notice or defective notice of the meeting, unless such person, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting, and (b) to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice (if the purposes are required to be described in the notice), unless such person objects to consideration of the matter when it is presented and does not thereafter vote for or assent to action taken with respect to the matter.

Article XII

Amendments

Section 1. GENERAL. Unless the Act, the Articles, these Bylaws, the members, or the Board require a greater vote, an amendment to the Corporation's Bylaws must be approved by the Board (if the amendment does not relate to the number of directors, the composition of the Board, the term of office of directors, or the method or way in which directors are elected or selected), and by the members, at any annual or special meeting of the members, by an affirmative two-thirds (2/3rds) vote of the votes cast or a majority of the voting power, whichever is less, in order to be adopted.

Section 2. EXCEPTION: MEMBERS' QUORUM AND VOTING. An amendment to a Bylaw that decreases the quorum requirement for any member action may be approved by either the members or the Board. An amendment to a Bylaw to increase the quorum required for any member action must be approved by the members. An amendment to a Bylaw to increase or decrease the vote required for any member action must be approved by the members.

Section 3. EXCEPTION: BOARD QUORUM AND VOTING. A Bylaw that fixes a greater quorum or voting requirement for the Board may be amended or repealed: if originally adopted by the members, only by the members, or, if originally adopted by the Board, either by the members or by the Board. A Bylaw adopted or amended by the members that fixes a greater quorum or voting requirement for the Board may provide that it may be amended or repealed only by a

specified vote of either the members or the Board. Action by the Board on a Bylaw originally adopted by the Board that fixes a greater quorum or voting requirement for the Board in order to adopt or amend a Bylaw that changes such quorum or voting requirement for the Board must meet the same quorum requirement and be adopted on the same vote required to take action under the quorum, and voting requirement then in effect or proposed to be adopted, whichever is greater.

Section 4. PROCEDURES. The members of the Corporation may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis. If the Board initiates an amendment to the Bylaws or Board approval is required to adopt an amendment to the Bylaws, the Board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis. If the Board or members seek to have the amendment approved by the members at a membership meeting, the Corporation shall give notice to its members of the proposed membership meeting in writing in accordance with Section 3 of Article IV of these Bylaws, which notice must also state that the purpose, or one of the purposes, of the meeting, is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the Board or the members seek to have the amendment approved by the members by written consent or written ballot, the materials soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

Article XIII

Records and Reports

Section 1. MINUTES. The Corporation shall keep as permanent records minutes of all meetings of its members and Board, a record of all actions taken by the members or Board without a meeting, and a record of all minutes of and actions taken by committees of the Board in place of the Board on behalf of the Corporation.

Section 2. ACCOUNTING AND FINANCIAL RECORDS. The Corporation shall maintain appropriate accounting and financial records and shall make appropriate arrangements on no less than an annual basis for a compilation or audit of the financial records, as the Board deems just and proper.

Section 3. MEMBERS' LIST. The Corporation or an agent appointed by it shall maintain a record of its members, in a form that permits the preparation of a list of the names and addresses of all of its members, in alphabetical order.

Section 4. WRITTEN FORM. The Corporation shall maintain its records either in written form or in another form capable of conversion into written form within a reasonable time.

Section 5. RECORDS AT PRINCIPAL OFFICE. The Corporation shall keep a copy of the following records at its principal office at all times:

- (a) the Articles of Incorporation;
- (b) these Bylaws or restated Bylaws and all amendments to them currently in effect;

- (c) Resolutions adopted by its Board relating to the characteristics, qualifications, limitations, and obligations of members;
- (d) the minutes of all membership meetings and records of all actions approved by the members of the Corporation for the past three (3) years;
- (e) all written communications to members generally within the past three (3) years;
- (f) a list of the names and business or home addresses of its current directors and officers;
and
- (g) its most recent status report required under the Act and delivered to the Mississippi Secretary of State.

Article XIV

Indemnification

Section 1. SPECIAL DEFINITIONS. For purposes of this Article XIV of these Bylaws, the following terms shall have the following meanings:

- (a) **Director/Officer:** The term "Director/Officer" means an individual who is or was director or officer of the Corporation, including the Lead Pastor or the Executive Director.
- (b) **Employee/Agent:** The term "Employee/Agent" means an individual who is or was an employee or agent of the Corporation and who is not or was not, respectively, also a Director/Officer.
- (c) Both of the terms "Director/Officer" and "Employee/Agent" are further defined to include any individual who, while a Director/Officer or Employee/Agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee benefit plan fiduciary, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or another enterprise. (An individual is considered to be serving an employee benefit plan at the Corporation's request if such individual's duties to the Corporation also impose on, or otherwise involve services by, such individual to the plan or to participants or beneficiaries of the plan.)
- (d) Both of the terms "Director/Officer" and "Employee/Agent" also are defined to include the estate or personal representative of such an individual. (In the discretion of the Board, any indemnity authorized for a Director/Officer under this Article XIV of these Bylaws may continue as to an individual who has ceased to be a Director/Officer with respect to liabilities and expenses incurred for events occurring while such individual was a Director/Officer and may inure to the benefit of the heirs, executors, and administrators thereof. In the discretion of the Board, any indemnity authorized for an Employee/Agent under the Act or this Article XIV of these Bylaws may continue with respect to liabilities and expenses incurred for events occurring while such individual was an Employee/Agent as to an individual who has ceased to be an Employee/Agent and may inure to the benefit of the heirs, executors, and administrators thereof.)

Other special and limited definitions applicable to this Article XIV of these Bylaws, as provided by Section 2 of Article I of these Bylaws, are contained in the Act.

Section 2. STATUTORY INDEMNIFICATION. Except to the extent otherwise prohibited or limited by the Act, the Articles or Sections 4 and 5 of this Article XIV of these Bylaws, and in addition to the mandatory indemnification provisions of the Act (being Section 7911281(4) & (8)(a) specifically), the Corporation, in the discretion of the Board, may indemnify any individual who is made a party to a proceeding because such individual is or was a Director/Officer of the Corporation against liability incurred in such proceeding and may pay for or reimburse the reasonable expenses incurred by a Director/Officer of the Corporation who is made a party to a proceeding in advance of the final disposition of the proceeding, both to the fullest extent permitted from time to time by the applicable otherwise permissive indemnification and advancement of expenses provisions of the Act, being Section 7911281(2), (3), (5) & (8)(b) specifically.

Section 3. FURTHER INDEMNIFICATION. Subject to the approval and ratification of this Section 3 of this Article XIV of these Bylaws by the members of the Corporation, either before or after the occurrence of an otherwise indemnifiable event hereunder (unless the Articles expressly contain an authorization for the Board to adopt a provision in these Bylaws providing for further indemnification, in which event ratification and approval of this Section 3 by the members is not necessary), and except to the extent otherwise prohibited or limited by the Act, the Articles or Sections 4 and 5 of this Article XIV of these Bylaws, the Corporation, in the discretion of the Board, and in addition to the authorization of indemnification contained in Section 2 of this Article XIV of these Bylaws: (i) may further indemnify any individual who is made a party to a proceeding because such individual is or was a Director/Officer and may indemnify any individual who is made a party to a proceeding because such individual is or was an Employee/Agent, against liability incurred in such proceeding; (ii) may pay for or reimburse the reasonable expenses incurred by a Director/Officer of the Corporation and may, pay for or reimburse the reasonable expenses incurred by an Employee/Agent of the Corporation, who is made a party to a proceeding, both in advance of final disposition of the proceeding; and (iii) may enter into contracts of indemnity with any individual who is a Director/Officer or Employee/Agent of the Corporation, and the disinterested members of the Board or the members of the Corporation may adopt general or specific resolutions of indemnification and advance reimbursements of expenses for any Director/Officer or Employee/Agent of the Corporation--all to the fullest extent, consistent with the public policy of, and as permitted from time to time by the Act and other laws of, the State of Mississippi, as authorized by Section 7911281(8)(b) & (11) of the Act; provided, however, that the Corporation is not authorized, and shall not have the power, to indemnify any such Director/Officer or Employee/Agent against such individual's failure to act in accordance with the standards of conduct required thereby, as applicable. Except to the extent otherwise prohibited or limited by the Act, the Articles or Sections 4 and 5 of this Article XIV of these Bylaws, the Corporation, at the discretion of the Board, may also indemnify a Director/Officer of the Corporation against the expenses incurred by a Director/Officer in connection with an appearance by such Director/Officer as a witness in a proceeding at a time when such Director/Officer has not been made a named defendant or respondent to the proceeding.

Section 4. DETERMINATIONS. Notwithstanding any authorization of indemnification otherwise contained in and provided by this Article XIV of these Bylaws and unless the Articles provide otherwise with respect to the further indemnification, including advancement of expenses, authorized by Section 3 of this Article XIV of these Bylaws, the Corporation may not and shall not so indemnify or advance expenses to or for either any Director/Officer under Section 2 of this Article XIV of these Bylaws or any Director/Officer or Employee/Agent under Section 3 of this Article XIV of these Bylaws unless and until such indemnification or expense advancement is

authorized in each specific case after a determination has been made, in accordance with the applicable provisions of the Act (being Section 7911281(5) & (7), respectively, of the Act), that indemnification of or expense advancement to or for such Director/Officer or Employee/Agent is appropriate under the circumstances because such Director/Officer has met the standards of conduct prescribed by Section 7911281(2) & (3) of the Act with respect to the statutory indemnification of Section 2 of this Article XIV of these Bylaws and such Director/Officer or such Employee/Agent has met the standards of conduct prescribed by Section 7911281(11) of the Act with respect to the further indemnification of Section 3 of this Article XIV of these Bylaws, as well as any other applicable provisions of the Act, public policy, or other laws of the State of Mississippi required as a condition of and prerequisite to such indemnification or advance reimbursement of expenses otherwise permitted or authorized under the Act or the Articles or authorized by these Bylaws. In addition, authorization of indemnification, and evaluation as to the reasonableness of all expenses, whether being reimbursed in advance or not, shall, except as provided in Section 7911281(7)(b) of the Act, be made in the same manner as the determination is made that indemnification is permissible; and, in connection with any advancement of expenses, such individual must furnish to the Corporation the written affirmations and undertakings required by Section 7911281(5) of the Act as a prerequisite to any such advance reimbursement of expenses. Whenever circumstances exist under which indemnification of, or the advancement of expenses to or for, a Director/Officer may be permitted or authorized by the Act or the Articles or permitted under these Bylaws, then the Corporation shall, in accordance with the applicable provisions of the Act, the Articles, and these Bylaws, review each such specific case and shall make an appropriate determination, based upon the facts and circumstances of each such specific case, as to whether or not indemnification or advancement of expenses is authorized under the Act, the Articles and these Bylaws. If the application of such procedures results in a determination that indemnification of, or advancement of expenses to or for, a Director/Officer is permitted or authorized under the circumstances of a specific case, then the Corporation, also in accordance with such applicable provisions of the Act, the Articles, and these Bylaws, shall both evaluate the reasonableness of expenses otherwise indemnifiable or subject to advancement and may authorize such indemnification of, or advancement of expenses to or for, such Director/Officer in each specific case as permitted by this Article XIV of these Bylaws, with the express intention of this Article XIV of these Bylaws being that, if a Director/Officer satisfies such standards of conduct, as required by the Act, for indemnification of, or advancement of incurred expenses to or for, such Director/Officer under either Section 2 or 3 of this Article XIV of these Bylaws, then such Director/Officer is, under this Article XIV of these Bylaws, eligible for indemnification from the Corporation against liability incurred by such Director/Officer in connection with such proceeding or to advancement by the Corporation of reasonable expenses incurred in connection with such proceeding by the Director/Officer under either Section 2 or 3 of this Article XIV of these Bylaws, as appropriate. Unless the Articles or these Bylaws provide otherwise, any authorization of indemnification in the Articles or these Bylaws shall not be deemed to prevent the Corporation from providing the indemnity permitted or mandated by Section 7911281 of the Act.

Section 5. INSURANCE. The Corporation, in the discretion of the Board, may purchase and maintain insurance on behalf of a Director/Officer or Employee/Agent against liability asserted against or incurred by such individual in that capacity or arising from such individual's status as a Director/Officer or Employee/Agent, whether or not the Corporation would have the power to indemnify such individual against the same liability under the Act or this Article XIV of these Bylaws, to the fullest extent consistent with the public policy of the State of Mississippi. If the Corporation, on behalf of such a Director/Officer or Employee/Agent, does purchase and maintain insurance against liability asserted against or incurred by such individual in such

capacity or arising from such individual's status as a Director/Officer or Employee/Agent, or if another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, on behalf of such a Director/Officer or Employee/Agent, purchases and maintains insurance against liability asserted against or incurred by such individual serving in such capacity, for which liability the Corporation would otherwise, from time to time, be permitted under the Act, authorized by the Articles, or authorized under this Article XIV of these Bylaws to indemnify such a Director/Officer or Employee/Agent against such liability or to advance expenses to or for such a Director/Officer or Employee/Agent, then, notwithstanding any such permission for indemnification contained in the Act, authorization for indemnification contained in the Articles, or authorization of indemnification contained in or provided by this Article XIV of these Bylaws, the Corporation shall neither indemnify such a Director/Officer or Employee/Agent for any such liability for which indemnification would otherwise be so permitted under the Act, authorized by the Articles, or authorized under this Article XIV of these Bylaws, nor make any advancements to or for such a Director/Officer or Employee/Agent for any such expenses, for which payment would otherwise be so permitted under the Act, authorized by the Articles, or authorized under this Article XIV of these Bylaws, to the extent that any such insurance policy would provide coverage for such liability and expenses absent such indemnification or advancement by the Corporation under the Act or this Article XIV of these Bylaws but would exclude from its coverage any such liability or expenses in connection with any claim or claims made against such Director/Officer or Employee/Agent for which such Director/Officer or Employee/Agent is indemnified by the Corporation either under the permissive indemnification provisions of the Act or under the authorized indemnification provisions of this Article XIV of these Bylaws. Provided, however, that the Corporation may indemnify such a Director/Officer or Employee/Agent against such liability incurred by such individual, and make payment of expense advances to or for such a Director/Officer or Employee/Agent, to the extent that such liability and expenses are not payable under any such insurance policy for any reason, such as, by way of amplification but not limitation, such liability or expenses either being within the retention/deductible amount or the coinsurance provisions of the policy, or in amounts in excess of the aggregate dollar limits of coverage stated on the face of the policy, or in amounts in excess of the aggregate dollar limits of coverage stated on the face of the policy.

Section 6. REPORTING. If the Corporation, in the discretion of the Board, indemnifies or advances expenses to a Director/Officer or Employee/Agent under this Article XIV of these Bylaws or under the Act in connection with a proceeding by or in the right of the Corporation, the Corporation shall report such indemnification or advance in writing to the members with or before the notice of the next members' meeting.

Article XV

Emergencies

Section 1. EMERGENCY DEFINED. An emergency exists for purposes of this Article XVI of these Bylaws if a quorum of the Board cannot readily be assembled because of some catastrophic event.

Section 2. EMERGENCY BYLAWS. Unless the Articles provide otherwise, the Board may adopt other bylaws to be effective only in an emergency. These emergency bylaws may provide

special procedures necessary for managing the Corporation during an emergency (including, but not limited to, procedures for calling a meeting of the Board; quorum requirements for a meeting; and designation of additional or substitute directors) but are subject to amendment or repeal by the members of the Corporation. All provisions of these regular Bylaws consistent with any such emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Section 3. EMERGENCY POWERS. In anticipation of or during an emergency, the Board may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent and relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. During an emergency, unless emergency bylaws provide otherwise: notice of a meeting of the Board need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and one (1) or more officers of the Corporation present at a meeting of the Board may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

Section 4. BINDING EFFECT. Corporate action taken in good faith during an emergency, either under any such emergency powers in order to further the ordinary activities of the Corporation or in accordance with any emergency bylaws adopted by the Board, shall bind the Corporation and may not be used to impose liability on a director, officer, employee or agent of the Corporation.

Article XVI

Severability

If any provision of these Bylaws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Bylaws that can be given effect without the invalid provision or application, and, to this end, the provisions of these Bylaws are severable.

Article XVII

Dissolution of the Corporation

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

CERTIFIED as adopted and approved as the Bylaws of LifeBridge Church, Inc. DBA Vertical Church, effective the 10th day of April, 2023.


Corporate Secretary/Treasurer

