

**AMENDED AND RESTATED BYLAWS OF
A2 CHURCH, INC.
(the “Bylaws”)**

**ARTICLE I
PURPOSES AND POWERS**

Section 1. Non-Profit Status. A2 Church, Inc. (referred to as the “Church”) shall be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2008, or the corresponding provision of any future United States Internal Revenue law in order to:

- A. Minister the Word of God;
- B. Conduct regular religious worship services through various forms of ministries;
- C. Promote and encourage, through the ministries of the organization, cooperation with other organizations ministering within the community;
- D. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
- E. Conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
- F. Maintain local church and missionary facilities;
- G. Conduct a school for the training and equipping of ministers and leaders; and
- H. License and ordain qualified individuals.

The Church is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its Members and is organized solely for non-profit purposes. The property, assets, profits and net income of the Church are irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of the Church shall ever inure to the benefit of any individual.

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Member, Officer, Director, employee, or representative of the Church shall take any action or carry on any activity by or on behalf of the Church not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) or the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are now deductible under Section 170(c)(2) and 509(a)(1) of such Codes and Regulations as they now exist or as they may hereafter be amended.

ARTICLE II REGISTERED AGENT AND OFFICES

The principal office of the Church shall be located a 6 Greenhill Parkway, Birmingham, Alabama 35242, or such other location in the Birmingham, Alabama area as determined by the Board of Directors. The Church may have such other offices, within and without the State of Alabama, as the Board of Directors may determine or as the business of the Church may require.

The registered agent and registered office of the Church as required by the Alabama Nonprofit Corporation Law, as amended from time to time (referred to herein as the “Act”), to be maintained in the State of Alabama may, but need not, be the same as its principal office in the State of Alabama. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors in the manner provided in the Act.

ARTICLE III CHURCH MEMBERSHIP

Section 1. Active Membership. Active membership in the Church shall be open to all persons thirteen (13) years of age and older who: confess Christ as Savior; desire Him to be Lord of their lives; complete the current Church membership process; and sign the Church Membership Covenant, as amended from time to time. Persons who meet these qualifications shall be added to the membership roll on the books and records of the Church and, as long as such requirements are met, such persons shall be considered members in good standing. Persons who are members in good standing are referred to in these Bylaws as “Members.” All of the Members are collectively referred to in these Bylaws as the “Membership” and, from time to time, “Membership” shall herein mean the status of being a Member.

Section 2. Termination Of Membership. The intent of Membership is to reflect those who are faithfully living in covenant community as the Church. As such, a person’s status as a Member in the Church shall be terminated and such person removed from the Membership roll due to any of the following:

- A. Removal due to inactivity, which shall be defined as those Members who have absented themselves for twelve (12) consecutive months without a record of financial contribution and attendance;
- B. Transfer of Membership to another church of like faith;
- C. Death of the Member;
- D. Voluntary resignation by a Member;
- E. Church discipline (Matt. 18:15-20; 1 Cor. 5:1-13; Galatians 6:1); or

F. For reasons the Elder Council discern are necessary to be faithful to the expressed intent of the Church Membership Covenant.

Section 3. Discipline Of Members. Matters of church discipline, including restoration to membership, shall be directed by the Elder Council based on biblical principles.

Section 4. Property Rights Of Members. Members of the Church shall have no property rights, rights in income or profit of the Church, nor any other ownership interest in any assets of the Church.

Section 5. Voting Privileges. Voting privileges are restricted to Members who have passed their eighteenth (18th) birthday. Members who meet this qualification to have voting privileges are referred to in these Bylaws as “Voting Members.”

Section 6. Regular Membership Meetings. Regular meetings of the Membership shall be held biannually during the months of May and November, or as soon thereafter as determined by the Board of Directors (referred to as the “Biannual Membership Meetings”); and at such day and hour, place, and/or by means of remote communication (in whole or in part) as the Board of Directors shall determine is authorized for any particular meeting. Failure to hold a Biannual Membership Meeting shall not cause a forfeiture or dissolution of the Church.

Section 7. Special Membership Meetings. Special meetings of the Membership (“Special Membership Meeting(s)”), for any purpose unless otherwise proscribed by law, may be called by the President, the Board of Directors, or the Elder Council upon a written petition requesting such meeting signed by no less than a majority of the Elder Council members entitled to vote on any issue proposed to be considered at the proposed Special Meeting. Any such Special Membership Meeting may be duly called at any time during the year when it is believed the need to do so exists. Notice of Special Meetings shall be given in accordance with Article III, Section 8 hereinbelow.

Section 8. Notice. Notice of a Membership meeting, whether for a Biannual or Special Membership Meeting, may be given in one or more of the following means: during weekend services on at least 2 consecutive weekend services immediately prior to the meeting being called, on the Church website, in worship guides, via email notification or other electronic means in compliance with the requirements of the Act, or as otherwise determined by the Board of Directors. Such notice shall be delivered or given to the Members by or at the direction of the Board of Directors, the President, the Secretary, or the permitted persons calling the meeting.

Notice of a Membership meeting must state the following:

A. The day and hour of the meeting;

B. The place (if being held at a physical location) and if Member participation in such meeting is optionally permitted by the Board of Directors to be by means of remote communication, then in such case the notice must describe the means of remote communication to be used;

C. If the Board of Directors has determined the meeting will be held solely by means of remote communication in lieu of being held at a physical location, then in such case the notice must describe the means of remote communication to be used; and

D. In the case of a Special Membership Meeting and as otherwise required by law, the purpose or purposes of the meeting.

Notwithstanding anything herein to the contrary, whenever any notice is required to be given to a Member pursuant to these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be equivalent to the giving of the notice.

Section 9. Quorum. A quorum of the Membership for the purpose of a Biannual Membership Meeting and/or Special Membership Meeting shall consist of a minimum of five percent (5%) of the Voting Members of the Church, represented in person or by means of remote communication if permitted by the Board of Directors, entitled to vote on any issue to be considered at such Biannual Membership or Special Meeting. No business may be transacted at a Membership meeting without a quorum. Once a Voting Member is represented, in person or by means of remote communication if permitted by the Board of Directors, for any purpose at a meeting, he or she is, unless established to the contrary, presumed present for quorum purposes for the remainder of the meeting. There shall be no voting by proxy at any Biannual Membership or Special Membership Meeting(s).

Section 10. Voting and Action Of Members. If a quorum is present, the affirmative vote of the majority of the Voting Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Voting Members, unless a smaller or larger percentage vote is required by the Act, the Church's Certificate of Formation (referred to herein as the "Certificate of Formation") and/or under these Bylaws.

The following matters shall be presented to the Voting Members at a Biannual Membership or Special Membership Meeting for a vote, along with the required percentage affirmative vote of the Voting Members represented at the meeting and entitled to vote on the subject matter to constitute an act of the Voting Members:

A. Final approval of new Elder candidates presented by the Elder Council to the Membership for a vote. The affirmative vote of a minimum of two-thirds (2/3rds) is required.

B. Election of the members of a Pastoral Search Committee pursuant to Article VII, Section 1.F.(i) of these Bylaws.

C. Final approval of a candidate for Senior Pastor presented by a Pastoral Search Committee pursuant to Article VII, Section 1.F.(iii) of these Bylaws. The affirmative vote of a minimum of two-thirds (2/3rd) is required.

D. The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Church. The affirmative vote of a minimum of two-thirds (2/3rd) is required.

E. An adoption of a plan of merger or consolidation. The affirmative vote of a minimum of two-thirds (2/3rd) is required.

F. A plan of conversion. The affirmative vote of a minimum of two-thirds (2/3rd) is required.

G. A resolution to voluntarily dissolve the Church; and/or the revocation of a resolution to dissolve prior to filing final Articles of Dissolution with the Alabama Secretary of State, and/or a plan of distribution of assets for the Church once in the process of dissolution. The affirmative vote of a minimum of two-thirds (2/3rd) is required.

H. Any other matter brought before the Membership by the Board of Directors. The affirmative vote of a minimum of a simple majority vote is required, unless a higher percentage is otherwise provided in the Board of Director resolution approving presentation of a matter to the Members, required by law, or these Bylaws.

Any matter brought before the Membership for a vote, at either a Biannual Membership Meeting or Special Membership Meeting called by the Board of Directors, shall first be approved by resolution of the Board of Directors by minimum of a simple majority of votes entitled to be cast by persons represented, in person or proxy, at the meeting, unless a larger majority of votes are required by law or pursuant to the terms of these Bylaws. The voting method used for any particular Biannual Membership Meetings and Special Meetings shall be determined by the Board of Directors, unless otherwise required by the Act or these Bylaws.

Section 11. Action by Unanimous Written Consent. Any action required or permitted to be taken at any Biannual or Special Membership Meeting may be taken without a meeting, if evidenced by a written consent setting forth the action so taken and signed by the all the Voting Members entitled to vote with respect to the subject matter thereof. The consent shall have the same force and effect as a unanimous vote. Such consent shall be effective when the last Voting Member entitled to vote signs such consent.

Section 12. Participation in Meetings by Remote Communication. To the extent authorized by the Board of Directors, Members may participate in, and shall be deemed present at, a Biannual or Special Membership Meeting by means of remote communication, including without limitation, conference telephone, video teleconferences, or similar communications equipment. Voting Members may vote by means of remote communication at any such meeting if the Church has implemented reasonable measures:

A. To verify that each person participating remotely as a Member is a Member of the Church and each person participating remotely as a Voting Member is an active Voting Member on the books and records of the Church; and

B. To provide Members participating remotely a reasonable opportunity to participate in the meeting and for Voting Members to vote on matters submitted to the Voting Members, including an opportunity to communicate and to read or hear the proceedings of the meeting, substantially concurrently with the proceedings.

Section 13. Presumption of Assent. A Voting Member who is present at a Biannual or Special Membership Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless either: his or her dissent shall be entered in the minutes of the meeting, he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or he or she shall forward such dissent by registered or certified mail or personal delivery to the Secretary of the Church immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Voting Member who voted in favor of such action.

**ARTICLE IV
STATEMENT OF FAITH**

While, the Church’s tenants of faith and beliefs may be more specifically detailed in other Church documents from time to time, this Article IV sets forth a summation of the Church’s Statement of Faith.

The sole basis of our belief is the Bible, which is uniquely God-inspired, without error, and the final authority on all matters on which it bears. As the Bible teaches, there is one God, eternally existing in three persons - Father, Son and Holy Spirit - each possessing all the attributes of Deity.

God created humans to have fellowship with Him, but they defied God by sinfully going their own way. As a result, we need God's saving grace to end our alienation from Him. Salvation comes only through God's saving grace - not human effort - and must be received personally by repentance and faith.

Jesus Christ, the second Person of the Trinity, lived a sinless life on earth and voluntarily paid for our sin by dying on the cross as our substitute. This accomplishes salvation for all who receive grace by trusting in Him alone. He rose from the dead and is the only mediator between us and God. He will return to earth to consummate history.

The Holy Spirit draws sinners to Christ, equips believers for personal growth and service and empowers believers to share the message of God's love with the unchurched.

The church's role is to glorify God and serve those in need.

At the end, everyone will experience bodily resurrection and the judgment. Those forgiven through Jesus Christ will enjoy eternal fellowship with God. Those who have not received the free gift of forgiveness offered through Jesus Christ will be eternally separated from God in a place called hell.

ARTICLE V GOVERNMENT

The Church seeks to be led by the Holy Spirit in all its decisions and acknowledges Jesus Christ as the head of the church. The Board of Directors, Elder Council, Senior Pastor, Ministerial Staff, and Membership, all have various roles in the Church's spiritual and administrative leadership.

For purposes of the Act, the Board of Directors shall be the only group or persons vested with the management and the affairs of the Church and shall be its governing authority. Notwithstanding any provision of these Bylaws that requires the affirmative vote of a minimum percentage of Board of Directors, Elder Council, Membership and committees, the persons considering such action and so voting shall always prayerfully endeavor to make all decisions by unanimous consensus.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers. Unless otherwise required by the Act, all corporate powers shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Church shall be managed under the direction of its Board of Directors.

Section 2. Number, Tenure and Qualifications.

A. The number of Directors constituting the Board of Directors shall be five (5) persons. Thereafter, the number of Directors shall be fixed, from time to time, at any duly called and held Regular or Special Meeting of the Board and such number so fixed shall continue to be the number of Directors until changed by the Board of Directors, pursuant to this Section 2.A. of Article VI. At the 2024 spring Regular Elder Council Meeting the Board of Directors shall be divided into three classes, as nearly equal in number as possible, as follows: (1) one class initially consisting of one-third ($1/3^{\text{rd}}$) of the Directors ("Class I"), the initial term of which shall expire at the second spring Regular Elder Council Meeting to be held after the election of the initial Class I Directors; (2) a second class initially consisting of one-third ($1/3^{\text{rd}}$) of the Directors ("Class II"), the initial term of which shall expire at the third spring Regular Elder Council Meeting to be held after the election of the initial Class II Directors; and (3) a third class initially consisting of one-third ($1/3^{\text{rd}}$) of the Directors ("Class III"), the initial term of which shall expire at the fourth spring Regular Elder Council Meeting to be held after the election of the initial Class III Directors, with each class to hold office until its successors are elected and qualified; subject, however, to the prior death, resignation, retirement, disqualification or removal from office. At each spring Regular Elder Council Meeting, the successors of the members of the class of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the later to occur of (a) May 31st of the year of the third succeeding spring Biannual Elder Council Meeting, (b) the third succeeding spring Regular Elder Council Meeting, or (c) until his or her successor shall be elected and qualified; subject, however, to the prior death, resignation, retirement, disqualification or removal from office.

B. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as

possible, and any additional Director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of Directors shorten the term of any incumbent Director.

C. Nominations for Board of Director candidates shall be made by the Board of Directors to the Elder Council within two (2) weeks after the Biannual fall Meeting of the Board of Directors, or at such other time(s) as requested by the Elder Council. The Elder Council shall then confirm each nominee is qualified based on being an active Voting Member and any other requirements in the then current Board Covenant, if any. Directors shall be elected by an affirmative vote of two-thirds (2/3rds) of the Elder Council members represented and entitled to vote at the spring Regular Elder Council Meeting, or at any other duly called meeting of the Elder Council. Directors shall be elected from the Membership and/or Elder Council; however, at all times the number of Directors who are also members of the Elder Council shall, at a minimum, constitute a majority of the members on the Board of Directors. Regarding a Director elected from the Elder Council for two (2) consecutive three (3) year terms on the Board of Directors and after serving such two consecutive three (3) year terms, such person shall not be qualified to be re-elected for an additional term as a Director until such person takes a sabbatical for one (1) year. Regarding a Director elected from the Membership and after serving a single three (3) year term as a Director, such person shall not be qualified to be re-elected for an additional term as a Director until such person takes a sabbatical for one (1) year. For any Director elected from the Elder Council, if such Director's term (including renewal term) on the Elder Council should expire before such person's current term as a Director expires, then in such case the person shall continue to serve as a Director until the end of such person's current term as a Director; subject, however, to his or her prior death, resignation, retirement, disqualification or removal from office. At the end of the then current term, such person would not be eligible for re-election as a Board Member from the Elder Council, unless such person is again serving on the Elder Council at such time as he or she is eligible for re-election on the Board of Directors.

Section 3. Regular Meetings. Regular Meetings of the Board of Directors ("Regular Meeting(s) of the Board") shall be held at least twice a year, without notice other than this Bylaw, immediately after and at the same place as both Biannual Membership Meetings; provided, however, any such Regular Meeting(s) may be held at any other time or place which shall be specified in a notice given as hereinafter provided for Special Meetings of the Board, or in a consent and waiver of notice thereof signed by all Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Alabama, for the holding of additional Regular Meeting of the Board without other notice than such resolution.

Section 4. Special Meetings. Special Meetings of the Board of Directors ("Special Meeting(s) of the Board") may be called by or at the request of the Chairman of the Board, the President, or any Director. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of Alabama, as the place for holding any Special Meeting of the Board called by them.

Section 5. Notice. Notice of Special Meetings of the Board shall be given not less than one (1) day in advance of said meeting. Such notice may be by mail, email transmission to each Director's

email address maintained on the Membership rolls of the Church with delivery receipt requested and received, telephone, orally or other electronic transmission. If mailed, such notice shall be deemed effective when deposited in the United States mail so addressed, with postage thereon pre-paid. If notice is given by email transmission, such notice shall be deemed effective when the delivery receipt is returned as delivered to recipient. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted, or the purpose of, any Regular or Special Meeting of the Board need not be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum and Action of Board of Directors.

A. A quorum of the Board for the purpose of a Regular or Special Meeting of the Board shall consist of a minimum of a majority of the members of the Board of Directors, represented in person or by means of remote communication, and who are entitled to vote on any issue to be considered at such Regular or Special Meeting of the Board. Except as otherwise provided in these Bylaws or the Act, no business may be transacted at a Regular or Special Meeting of the Board without a quorum. Once a Director is represented, in person or by means of remote communication, for any purpose at a meeting, he or she is, unless established to the contrary, presumed present for quorum purposes for the remainder of the meeting.

B. The act of a majority of the Directors when a vote is taken, by person or by means of remote communication, at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Certificate of Formation or these Bylaws.

Section 7. Participation in Meeting by Remote Communication. Members of the Board of Directors, or any committee designated thereby, may participate in a meeting of such Board or committee by means of remote communication, including without limitation, a conference telephone, video conferencing or similar communications equipment, so long as all persons participating in the meeting can hear each other at the same time. Participation in any such meeting by such means shall constitute presence in person at such meeting.

Section 8. Resignation, Removal and Vacancies.

A. Any Director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the Church. Such resignation shall take effect immediately (if a later date is not otherwise specified in the resignation notice) or at the time otherwise specified therefor in the resignation notice. Unless otherwise specified in the resignation notice with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

B. The Elder Council may remove any one or more Director(s) or the entire Board of Directors, with or without cause, at a Special Meeting of the Elder Council at which a quorum is present and that is expressly called for that purpose, by a vote of not less than a majority of the

members of the Elder Council present at said meeting and entitled to vote at an election of Directors. Any vacancy in the Board caused by any such removal may be filled by the Elder Council at such Special Meeting or at any subsequent duly called meeting of the Elder Council.

C. Any vacancy on the Board of Directors that results from an increase in the number of Directors shall be filled by a majority of the Elder Council, provided that a quorum is present, and any other vacancy occurring in the Board of Directors shall be filled by a majority of the Elder Council, even if less than a quorum or a sole remaining Elder. Any Director elected to fill a vacancy not resulting from an increase in the number of Directors shall have the same remaining term as that of his or her predecessor.

Section 9. Committees.

A. The Board of Directors shall have power, by resolution or resolutions passed by a majority of the Directors in office when the action is taken, to designate one or more committees, each committee to consist of two or more Directors, which to the extent provided in the resolutions shall have and may, during the intervals between the meetings of the Board, exercise the powers of the Board of Directors (referred to as “Executive Committees”), except that no Executive Committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any committee or any Director or Officer of the Church; amending and/or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation or other entity authorizing the conversion of the nonprofit corporation into another form of entity; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; authorizing the voluntary dissolution of the Church or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Church; or amending, altering, or repealing any action or resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee.

B. The Board of Directors shall, by resolution or resolutions passed by a majority of the Directors in office when the action is taken, designate a personnel ministry team (“PMT”), which shall consist of at least one Director and one Elder Council member. The PMT shall, to the extent not otherwise required in these Bylaws and as provided in the Board resolutions, have the authority to make all employment related decisions regarding all employed and contracted staff of the Church. Certain members of the PMT may be designated from time to time by the Board of Directors as non-voting, ex-officio members of the Board of Directors.

C. Other committees not having and exercising the authority of the Board of Directors in the management of the Church may be designated by a resolution of the Board of Directors.

D. Such committee or committees shall have such name or names as may be determined from time to time by resolution of the Board of Directors. All provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 10. Voting And Action of Board of Directors. Except as otherwise required by these Bylaws or the Act, if a quorum is present at a duly called meeting, the affirmative vote of the majority of the Directors on the Board of Directors represented at the meeting entitled to vote with respect to the subject matter thereof shall be the act of the Board of Directors.

Section 11. Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting, if evidenced by one or more written consents setting forth the action taken and signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the Board of Directors. Action taken under this Section 11 is effective when the last Director signs the consent unless the consent specifies a different effective date.

Section 12. Presumption of Assent. A Director of the Church who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail or personal delivery to the Secretary of the Church immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**ARTICLE VII
SENIOR PASTOR AND MINISTERIAL STAFF**

Section 1. Senior Pastor.

A. Qualifications. The Senior Pastor must, for an extended period of time prior to his calling and throughout his tenure as Senior Pastor, give evidence of the spiritual maturity, service, devotional life and leadership ability that is required for the position.

B. Responsibilities. The Senior Pastor shall teach God’s Word and lead the Church to obey the Word by making disciples of all nations. The Senior Pastor shall serve as the “first among equals” on the Elder Council and shall serve as an *ex officio* member of the Board of Directors.

C. Accountability. The Elders shall serve as a spiritual accountability group for the Senior Pastor.

D. Resignation. The Senior Pastor may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Chairman of the Board of Directors. Such resignation shall take effect immediately (if not specified in the resignation notice) or at the time otherwise specified therefor. Unless otherwise specified in the resignation notice with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

E. Removal. The Elder Council may remove the Senior Pastor for failure to maintain the qualifications and fulfill responsibilities as set forth above in Article VII, Section 1.A. and B.

Where a grievance exists against the Senior Pastor for his potential failure to maintain such qualifications and fulfill responsibilities (referred to as a “Grievance”), the Grievance may be brought before the Elder Council. After investigation and consideration of the Grievance as led by the Elder Council, and a determination that the Grievance is true and substantial, the Senior Pastor may be removed from office at any Regular or Special Elder Council Meeting by a vote of not less than two-thirds (2/3rds) of the members of the Elder Council represented at the meeting and entitled to vote.

F. Succession. Upon a vacancy in the position of Senior Pastor (whether by death, resignation, retirement, or removal), the following shall be the process for selecting a new Senior Pastor.

(i) The Secretary, or another person appointed by the Board of Directors, is to call a Special Membership Meeting within two (2) weeks of the vacancy by providing proper notice as required in these Bylaws. The Special Membership Meeting is to be held in the Church building at least eight (8) days, but not more than fourteen (14) days after proper notice. The purpose of the Special Membership Meeting shall be for the Membership to elect a Pastoral Selection Committee (“PSC”). The PSC shall have a minimum of seven (7) committee members and a maximum of twelve (12) committee members, which committee membership shall be comprised of (a) non-staff men and women from the Membership, and (b) at least two fulltime pastoral staff members, unless there are not two fulltime pastoral staff members at such time in which case the Membership shall elect at least two people who are familiar with the day-to-day operation of the Church. The PSC is to vote and select a chairperson and co-chairperson.

(ii) The duties of the PSC are (i) to provide an interim pastor and/or guest speakers to conduct church services until a new Senior Pastor is selected; and (ii) to oversee and lead the selection process for a new Senior Pastor, including but not limited to, hiring an outside consulting firm to assist in locating potential candidates. However, neither an interim pastor nor a replacement/guest speaker shall have the responsibilities or authorities of the Senior Pastor.

(iii) The PSC is to recommend a new Senior Pastor as soon as an acceptable candidate is available. The candidate must be a licensed or ordained minister of the gospel. The candidate must first be approved by an affirmative vote of two-thirds (2/3rds) of the Elder Council at a duly called meeting. Once the PSC recommends a candidate and the candidate receives the required approval from the Elder Council (the “Candidate”), then such Candidate shall speak to the Church in one or more weekend services as specified by the PSC. Afterward, a Special Membership Meeting shall be duly called for the purpose of accepting or rejecting the Candidate, and such Special Meeting shall be held in the sanctuary of the Church or such other place as determined by the Board of Directors. The Special Membership Meeting is to be chaired by the Secretary, or such other person appointed by the Board of Directors. At the Special Meeting, Members shall vote by secret ballot to either accept or reject the Candidate. The secret ballots shall be collected and counted by members of the Board of Directors and the Elder Council. If a quorum is present, the affirmative vote of at least the two-thirds (2/3^{rds}) of those Members represented at the meeting and entitled to vote on the subject matter shall be required to approve the Candidate. If the Candidate fails to receive the required minimum two-thirds (2/3^{rds}) affirmative Membership

vote, the PSC shall continue its search and as soon as another acceptable candidate is available, present such other candidate pursuant to the same process set forth in this Section.

Section 2. Ministerial Staff. The Church shall employ other ministerial staff to equip the Church for ministry. Persons so employed must be approved by the Elder Council upon recommendation from the PMT. Men and women serving on the ministerial staff must give evidence of spiritual maturity in their service and devotional life. They are responsible to their respective supervisors and/or designated leaders for accountability, serve at the will of the Church and may be removed with or without cause or notice. In any case where the employment of a staff member is to be terminated by the Church, the PMT shall take any required actions in consultation with the Board of Directors. The Board of Directors, in consultation with the PMT, will determine the titles to be used by the ministerial staff (e.g., Pastor, Minister, Associate, Assistant, etc.) and establish the hiring criteria and responsibilities for each position according to the experience and qualifications of the person in relation to the position and responsibilities held.

Section 3. Disciplining a Pastor. Should any pastor demonstrate immoral conduct, financial practices, or theological views, which the majority of the Elders believe may require either personal correction or termination of his position, the Elders shall address such concerns with the pastor and then follow with appropriate biblical discipline as determined by the Elders.

ARTICLE VIII ELDERS AND ELDER COUNCIL

Section 1. Spiritual Role and Responsibilities. The elders are persons elected and qualified to serve the Church in accordance with this Article VIII (referred to individually as an “Elder” and collectively as the “Elders”). The Elder Council is defined herein to mean a council comprised of all the Elders and the spouse of each married Elder who also agrees to serve on the Elder Council. The Elders and/or Elder Council are neither a governing or corporate board; and, hence, are not part of the governing authority under the Act.

Members of the Elder Council are called to serve among and provide spiritual protection for the Church body and are accountable to Christ and the Church Membership. Members of the Elder Council are to provide overall spiritual leadership to the Church through prayer, the ministry of the Word, and pastoral care; and they are to set the example for all Church Members by their obedience to the mission of Christ and His Church (Matthew 28:18-20; Acts 6:3-4; 20:28-31; 1 Corinthians. 4:14-16; 1 Timothy. 3:2, 5:17; Hebrews. 13:7, 17; 1 Peter. 5:1-4), as well as such other responsibilities as are prescribed in these Bylaws.

Section 2. Number, Tenure and Qualifications of Elders.

A. As of the Effective Date, the number of Elders shall be six (6). Thereafter, the number of Elders shall be fixed, from time to time, at any duly called Regular or Special Elder Council Meeting, and such number so fixed shall continue to be the number of Elders until changed by the Elder Council, pursuant to this Section 2.A. of Article VIII. However, notwithstanding anything herein to the contrary, in no event shall the number of Elders set by the Elder Council be less than six (6).

B. The Elders shall consist of the Senior Pastor, plus the remaining number of Elders being divided into four classes, as nearly equal in number as possible. At the 2024 spring Biannual Membership Meeting the Elders shall be appointed to a class of Elders by the Elder Council, as follows: (1) one class initially consisting of one-fourth (1/4th) of the Elders (“Class I”), the initial term of which shall expire at the second spring Biannual Membership Meeting to be held after the Effective Date; (2) a second class initially consisting of one-fourth (1/4th) of the Elders (“Class II”), the initial term of which shall expire at the third spring Biannual Membership Meeting to be held after the Effective Date; (3) a third class initially consisting of one-fourth (1/4th) of the Elders (“Class III”), the initial term of which shall expire at the fourth spring Biannual Membership Meeting to be held after the Effective Date, and (4) a fourth class initially consisting of one-fourth (1/4th) of the Elders (“Class IV”), the initial term of which shall expire at the fifth spring Biannual Membership Meeting to be held after the Effective Date, with each class to hold office until its successors are elected and qualified; subject, however, to the prior death, resignation, retirement, disqualification or removal from office. At each spring Biannual Membership Meeting, the successors of the members of the class of Elders whose term expires at that meeting shall be elected to hold office for a four-year term expiring at the later to occur of (a) May 31st of the year of the fourth succeeding spring Biannual Membership Meeting, (b) the fourth succeeding spring Biannual Membership Meeting, or (c) until his successor shall be elected and qualified, subject, however, to the prior death, resignation, retirement, disqualification or removal from office.

C. If the number of Elders is changed, any increase or decrease shall be apportioned by the Elder Council among the classes so as to maintain the number of Elders in each class as nearly equal as possible, and any additional Elders of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of Elders shorten the term of any incumbent Elder.

D. Elders will be selected by the Elder Selection Committee, as led by the Holy Spirit and affirmed by the Membership, from the adult male membership of the Church. An Elder must have given evidence of spiritual maturity and service for an extended period of time. Elders include both staff and non-staff Members; however, at all times the number of non-staff Elders shall, at a minimum, constitute a majority of the Elders. The qualifications for Elders are contained in Acts 14:23; 15; 20; 1 Timothy 3:1-7; 5:17-22; Titus 1:5-9; and 1 Peter 5:1-4. For any person who is elected to serve for two (2) consecutive, four (4) year terms as an Elder and after serving such terms, he shall not be qualified to be re-elected for an additional term as an Elder until he takes a sabbatical for one (1) year.

Section 3. Selection and Reappointment of Elders.

A. An Elder Selection Team shall be appointed annually by the Elder Council consisting of no less than three (3) Members. The Elder Selection Team will include both male and female Members. Each year, the Elder Selection Team will receive nominations for new Elders from the Church Membership. Elder nominees shall complete a questionnaire and participate in an interview process as implemented by the Elder Selection Team. As led by the Holy Spirit, the Elder Selection Team will present proposed Elders to the Elder Council. Elder candidates must

then be approved by a vote of no less than two-thirds of the Elders at a duly called Elder Council meeting. Such candidates shall then be presented to the Church at a Membership for approval in accordance with Article III, Section 10.A. of these Bylaws.

B. During the final year of an Elder’s term for which the Elder is eligible to serve an immediately succeeding four-year term, the Elder shall advise the Elder Council whether he does or does not wish to serve for a successive four-year term. If the Elder indicates that he is so willing, the Elder Council will appoint a team consisting of three members of the Elder Council (the “Reappointment Team”) to interview the then-serving Elder and his spouse (if the Elder is married) concerning his potential reaffirmation for a another four–year term. The Elder Council shall receive the report and recommendation of the Reappointment Team. The affirmative approval of no less than two-thirds (2/3rd) of the Elders at a duly called Elder Council meeting is required for the Elder’s reapproval for a successive four-year term.

Section 4. Regular Meetings. Regular Meetings of the Elder Council (“Regular Elder Council Meetings”) shall be held at least twice a year, without other notice than this Bylaw, immediately after and at the same place as both Biannual Membership Meetings; provided, however, any such Regular Elder Council Meeting(s) may be held at any other time or place which shall be specified in a notice given not less than fourteen (14) days in advance of said Meeting and sent according to the notice required for Special Elder Council Meetings, or in a consent and waiver of notice thereof signed by at least forty percent (40%) of the Elder Council Members. The Elder Council may provide, by resolution, the time and place, either within or without the State of Alabama, for the holding of additional Regular Elder Council Meetings without other notice than such resolution.

Section 5. Special Meetings. Special Meetings of the Elder Council (Special Elder Council Meetings”) may be called by or at the request of the Chairman of the Elder Council, the President, any Director, or in a consent and waiver of notice thereof signed by at least forty percent (40%) of the Elder Council Members. The person or persons authorized to call Special Meetings of the Elder Council may fix any place, either within or without the State of Alabama, as the place for holding any Special Meeting of the Elder Council called by them.

Section 6. Notice. Notice of Special Elder Council Meetings shall be given not less than one (1) day in advance of said meeting. Such notice may be by mail, email transmission to each Elder Council Member’s email address maintained on the Membership rolls of the Church with delivery receipt requested and received, telephone, orally other electronic transmission. If mailed, such notice shall be deemed effective when deposited in the United States mail so addressed, with postage thereon pre-paid. If notice is given by email transmission, such notice shall be deemed effective when the delivery receipt is returned as delivered to recipient. Any Elder Council Member may waive notice of any meeting. The attendance of an Elder Council member at a meeting shall constitute a waiver of notice of such meeting. The matters to be discussed, or the purpose of, any Regular or Special Elder Council Meeting need not be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum and Action of Elder Council.

A. A quorum of the Elder Council for the purpose of a Regular or Special Elder Council Meeting shall consist of a minimum of a majority of the members of the Elder Council, represented in person or by means of remote communication and who are entitled to vote on any matter to be considered at such Regular or Special Elder Council Meeting. Except as otherwise provided in these Bylaws, no matters may be voted upon at a Regular or Special Elder Council Meeting without a quorum. Once an Elder Council member is represented, in person or by means of remote communication, for any purpose at a meeting, he or she is, unless established to the contrary, presumed present for quorum purposes for the remainder of the meeting.

B. The act of a majority of the Elder Council when a vote is taken, by person or by means of remote communication, at a meeting at which a quorum is present shall be the act of the Elder Council, unless the act of a greater number is required by these Bylaws.

Section 8. Participation in Meeting by Conference Telephone. Members of the Elder Council, or any committee designated thereby, may participate in a meeting of such Elder Council or committee by means of remote communication, including without limitation, a conference telephone, video conferencing or similar communications equipment, so long as all persons participating in the meeting can hear each other at the same time. Participation in any such meeting by such means shall constitute presence in person at such meeting.

Section 9. Resignation, Removal and Vacancies.

A. Any Elder may resign at any time either by oral tender of resignation at any meeting of the Elder Council or by giving written notice thereof to the Chairman of the Elder Council or the President in the event there is no acting Chairman of the Elder Council. Such resignation shall take effect immediately (if a later date is not otherwise specified in the resignation notice) or at the time otherwise specified therefor. Unless otherwise specified in the resignation notice, the acceptance of such resignation shall not be necessary to make it effective.

B. The Elder Council may remove an Elder for failure to fulfill his spiritual role and responsibilities as set forth above in Article VIII, Section 1. Where a grievance exists against an Elder for his potential failure to fulfill his spiritual role and responsibilities (referred to as a “Elder Grievance”), the Elder Grievance may be brought before the Elder Council. After investigation and consideration of the Elder Grievance, and a determination that the Elder Grievance is true and substantial, the Elder may be removed from office at any Regular or Special Meeting of the Elder Council by a vote of not less than two-thirds (2/3rds) of the members of the Elder Council represented at said meeting and entitled to vote, and any vacancy caused by any such removal may be filled by the Elder Council at such meeting or at any subsequent meeting.

Section 10. Committees. The Elder Council shall have power to designate one or more committees by written resolution to perform the duties and functions of the Elder Council as so authorized in the resolution by the Elder Council. Such committee(s) shall have such name or names as may be determined from time to time by resolution of the Elder Council. All provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Elder Council, apply to committees and their members as well.

Section 11. Voting And Action of Elder Council. Except as otherwise required by these Bylaws, if a quorum is present at a duly called meeting, the affirmative vote of the majority of the Elder Council represented at the meeting and entitled to vote with respect to the subject matter thereof shall be the act of the Elder Council.

Section 12. Unanimous Consent. Any action required or permitted to be taken at any meeting of the Elder Council, or of a committee thereof, may be taken without a meeting, if evidenced by one or more written consents setting forth the action taken and signed by all of the Elder Council members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the Elder Council. Action taken under this Section 12 is effective when the last Elder Council member signs the consent, unless the consent specifies a different effective date.

Section 13. Presumption of Assent. A Elder Council member who is present at a meeting of the Elder Council at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail or personal delivery to the secretary of the meeting immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Elder Council member who voted in favor of such action.

**ARTICLE IX
OFFICERS**

Section 1. Principal Officers. The Principal Officers of the Church shall be elected by the Board of Directors (except as provided in Article IX, Section 7 herein below) and shall include a President, Vice President, Secretary and Treasurer. The Principal Officers may, at the discretion of the Board of Directors, also include a Chairman of the Board and one or more Vice Presidents. The offices held by the Principal Officers shall be referred to as the “Principal Office(s)” of the Church.

Section 2. Subordinate Officers, Agents and Employees. In addition to the Principal Officers, the Church may have one or more Assistant Treasurers, Assistant Secretaries and such other subordinate officers as the Board of Directors may deem advisable (“Subordinate Officers”), each of whom shall hold office for such period and have such authority and perform such duties as the Board of Directors, the Chairman of the Board (if any), the President, or any officer designated by the Board of Directors, may from time to time determine. The Board of Directors at any time may appoint and remove, or may delegate to any Principal Officer the power to appoint and to remove any Subordinate Officer, agent or employee of the Church. Principal Officers and Subordinate Officers are collectively referred to in these Bylaws as “Officers.”

Section 3. Appointment and Term of Office. The Officers of the Church shall be appointed annually by the Board of Directors at the spring Regular Meeting of the Board held pursuant to Article VI, Section 3 of these Bylaws. Failure to elect any Officer annually shall not dissolve the

Church. If the Board of Directors shall fail to fill any office at a Regular Meeting or if any office shall be newly created, then such office may be filled at any Regular or Special Meeting of the Board of Directors. Each Officer shall hold office for a three (3) year term to which he or she shall be appointed and until his or her successor is duly elected and qualified; subject, however, to his or her earlier death, resignation, retirement, disqualification or removal from office. For any person who is elected to serve for a term of office and after serving such term, such person shall not be qualified to be re-elected for an additional term of the same office until such person takes a sabbatical for one (1) year. Such person, shall be eligible to serve an immediately succeeding term in a different office. In its discretion, the Board of Directors by a vote of a majority thereof may leave unfilled for such period as it may fix by resolution any offices except the Principal Offices.

Section 4. Delegation of Duties of Officers. The Board of Directors may delegate the duties and powers of any officer of the Church to any other officer or to any Director for a specified period of time for any reason that the Board of Directors may deem sufficient.

Section 5. Vacancies.

A. Any Officer may resign at any time by giving written notice of resignation to the Board of Directors, Chairman of the Board, President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

B. Any Officer of the Church may be removed by a resolution adopted by a majority of the Directors then in office at any Regular or Special Meeting of the Board of Directors or by a written consent signed by all of the Directors then in office whenever in the judgement of the Board of Directors such removal is in the best interests of the Church. Election or appointment of an Officer shall not of itself create any contract right in favor of such Officer.

C. A vacancy in any office because of the Officer's death, resignation, removal, disqualification or otherwise, may be filled at any Regular or Special Meeting of the Board of Directors for the unexpired portion of the term of the vacant office.

Section 6. Chairman of the Board. The President shall serve as the Chairman of the Board, unless otherwise determined from time to time by the Board of Directors in which case the Chairman of the Board shall so be appointed by the Board of Directors. The Chairman of the Board shall preside at all meetings of Membership and of the Board of Directors at which he or she is present. The Chairman of the Board shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 7. President. The President shall be the Senior Pastor, unless otherwise determined from time to time by the Board of Directors in which case the President shall be appointed or elected by the Board of Directors from the current members of the Elder Council. The President shall serve as an *ex officio*, non-voting member of the Board of Directors. The President shall determine the agenda for all Board Meetings in consultation with the other Directors. The President shall be the chief executive officer of the Church and, except as specifically limited by a resolution of the

Board of Directors, shall have in his or her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the business of the Church. The President shall have all powers and duties which usually devolve upon a president of a non-profit corporation under the laws of the State of Alabama, except as specifically limited by a resolution of the Board of Directors. The President may, during the absence of any Officer, delegate said Officer's duties to any other Officer or Director. The President shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 8. Vice-President. The Vice President(s) shall be appointed or elected from the current members of the Elder Council. In the absence or disability of the President or if the office of President be vacant, the Vice President (or in the event there is more than one Vice President, then in the order determined by the Board of Directors or if no such determination has been made in the order of their seniority), shall perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to assign them to others. Any Vice President shall generally assist the President in such manner as the President shall direct. It is the intent, but not a requirement, that the Vice President (or in the event there is more than one Vice President, then the Vice President as determined by the Board of Directors) be the next-elected President. Each Vice President shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors or the President. In the absence or disability of both the President and the Vice President(s), the Board of Directors shall appoint a Member to perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to assign them to others.

Section 9. Secretary. The Secretary shall be appointed or elected from the Membership, including without limitation he or she may be a member of the Elder Council. The Secretary shall keep the minutes of the proceedings of all meetings of the Membership and of the Board of Directors in one or more books to be kept for that purpose, shall have supervision over the giving and service of notices of the Church, shall have charge of the seal of the Church, and shall have supervision over the care and custody of the books and records of the Church. The Secretary shall be empowered to attest the execution of documents, the execution of which on behalf of the Church is duly authorized. The Secretary shall make such reports and perform such duties as are usually incident to the office of Secretary, except as specifically limited by a resolution of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.

Section 10. Treasurer. The Treasurer may be any natural person and, as such, may but is not required to be a Member of the Church. The Treasurer shall: have general supervision over the care and custody of the funds and over the receipts and disbursements of the Church; cause the funds of the Church to be deposited in the name of the Church in such banks or other depositories as the Board of Directors may designate; ensure proper recording of the source and purpose for all receipts and disbursements of the Church and provide such information to the Church's accounting firm as necessary to create financial statements, budgets and tax returns; make or ensure the making of all disbursements and pay all bills according to the budget of the Church or as otherwise approved by the Board of Directors; and create, maintain, preserve and/or make available for audit

or inspection, all financial records of the Church including such records as may be required by any governmental agency or authority. The Treasurer shall have all powers and duties usually incident to the office of Treasurer, except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.

**ARTICLE X
PASTOR ORDINATION**

Section 1. Minister Ordination and Licensing. The Senior Pastor and any one or more Elders appointed by the Senior Pastor may ordain and/or license a person as a minister of the gospel after first examining the applicant’s background, moral and religious character, and previously completed Bible courses and/or independent studies. Final determination of a person’s ordination and/or licensing by the Church pursuant to this Article X, shall be within the sole and absolute discretion of the Senior Pastor and/or any appointed Elders.

Section 2. Application For Licensing and Ordination. Application for ordination and/or licensing as a minister of the gospel shall be made by interested persons on such form and pursuant to such process as approved by the Senior Pastor and as amended from time to time. Those applicants who are approved shall receive a certificate evidencing such approval.

**ARTICLE XI
INDEMNIFICATION**

Section 1. Definitions. For purposes of this Article XI:

- A. The term “Proceeding” shall mean any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, arbitratve or investigative and whether formal or informal, including appeals.
- B. The term “Entity” shall mean another entity or enterprise other than the Church, whether for profit or nonprofit, including without limitation, a corporation, limited liability company, partnership, trust, joint venture, or employee benefit plan.
- C. The term “Expenses” shall mean any and all expenses (including attorneys’ fees), liability, judgements, settlement penalties, fines, and amounts paid in settlement.
- D. The term “Party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a Proceeding.

Section 2. General Provisions.

A. Subject to the provisions of Section 2.B. of this Article XI herein below, the Church shall indemnify to the fullest extent permitted under the Act, any person who is or was a Party or is threatened to be made a Party to any Proceeding by reason of the fact that such person is or was (i) an Elder, Director and/or Officer of the Church; or (ii) serving at the request of the Church as a

director, officer, manager, partner, trustee, or agent of an Entity, against Expenses actually and reasonably incurred by such person in connection with such Proceeding, if such person (a) conducted himself/herself in good faith, (b) reasonably believed, in the case of conduct in his/her official capacity with the Church, that his/her conduct was in the best interests of the Church, and, in all other cases, that his/her conduct was at least not opposed to the best interests of the Church; and (c) with respect to any criminal Proceeding, had no reasonable cause to believe his/her conduct was unlawful.

B. However, no person shall be entitled to indemnification under this Section 2 in connection with: (i) a Proceeding brought by or in the right of the Church in which the person was adjudged liable to the Church; (ii) any other Proceeding charging improper personal benefit to the person, whether or not involving action in his/her official capacity, in which he/she is ultimately adjudged liable on the basis that he/she improperly received personal benefit; (iii) regarding a non-criminal Proceeding, in which the person is adjudged liable for gross negligence or willful misconduct related to the matter for which indemnity is sought; or (d) regarding any criminal Proceeding, the person is adjudged liable for a knowing and/or intentional violation related to the matter for which indemnity is sought.

C. Indemnification under this Section 2 in connection with a Proceeding brought by or in the right of the Church shall be limited to reasonable expenses incurred in connection with the Proceeding. The termination of any Proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

Section 3. Notice and Cooperation. A person who believes he/she is entitled to indemnification pursuant to Section 2 herein above (referred to as “Indemnatee”) shall notify the Church in writing of any matter with respect to which the Indemnatee intends to seek indemnification hereunder as soon as reasonably practicable following the receipt by the Indemnatee of written notice thereof (“Indemnatee Notice”). The Indemnatee Notice shall be addressed to the Board of Directors, shall include a description of the nature of the Proceeding and the facts underlying the Proceeding and be accompanied by copies of any documents filed with the venue in which the Proceeding is pending, and shall be deemed issued on the date personally delivered or one (1) business day after the same is properly placed for delivery with trackable, pre-paid overnight delivery service and the same is actually delivered to the Church within two (2) business days. In addition, the Indemnatee shall give the Church such information and cooperation as it may reasonably require and as shall be within the Indemnatee's power.

Section 4. Selection of Counsel; Assumption of Defense.

A. In the event the Church shall or may be obligated under this Article to pay Expenses with respect to any Proceeding, the Church shall be entitled to select legal counsel for Indemnatee regarding any such Proceeding for which the Indemnatee seeks indemnification or advancement of Expenses under this Article. Counsel selected by the Church shall conduct the defense of the Indemnatee to the extent reasonably determined by such counsel to be necessary to protect the interests of the Indemnatee. After the Church’s selection of such legal counsel for Indemnatee, the

Church shall not be liable to the Indemnitee for any other legal fees of counsel subsequently incurred by the Indemnitee with respect to such Proceeding; provided, however, that (i) the Indemnitee shall have the right to employ his/her own counsel in any such Proceeding at the Indemnitee's sole expense; and (ii) if the Indemnitee shall have reasonably concluded that there may be a conflict of interest by reason of the representation in such Proceeding of the Indemnitee and the Church and/or any other defendants by the same counsel, then the Indemnitee may retain his/her own counsel with respect to such Proceeding and the fees and expenses of such counsel shall be considered an Expense; and (iii) if the Church does not, in fact, retain counsel for Indemnitee within thirty (30) days of the delivery of the Indemnitee Notice, then the Indemnitee may retain his/her own counsel with respect to such Proceeding with counsel approved by the Church (which consent shall not be unreasonably delayed nor withheld so long as it is reasonably determined by the Board of Directors that such counsel operates his or her practice in like-mindedness with the Church's Statement of Faith), and the fees and expenses of such counsel shall be considered an Expense.

B. In the event the Church shall or may be obligated under this Agreement to pay Expenses with respect to any Proceeding, the Church shall be entitled, at any time, to assume the defense of such Proceeding with legal counsel selected by the Church, upon delivery of written notice to the Indemnitee of the Church's election to do so. After the Church's assumption of the defense, the Church shall not be liable to the Indemnitee under this Agreement for any fees of counsel subsequently incurred by the Indemnitee with respect to such Proceeding; provided, however, that (i) the Indemnitee shall have the right to employ his own counsel in any such Proceeding at the Indemnitee's expense; and (ii) if the Indemnitee shall have reasonably concluded that there may be a conflict of interest by reason of the representation in such Proceeding of the Indemnitee and the Church and/or any other defendants by the same counsel, then the Indemnitee may retain his or her own counsel with respect to such Proceeding and the fees and expenses of such counsel shall be an amount for which the Indemnitee is entitled to indemnification from the Church under this Agreement, and (iii) if the Church does not, in fact, retain counsel within fifteen (15) days after assuming the defense of the Proceeding or if counsel does not vigorously defend the Proceeding, then the Indemnitee may retain his/her own counsel with respect to such Proceeding with counsel approved by the Church (which consent shall not be unreasonably delayed nor withheld so long as it is reasonably determined by the Board of Directors that such counsel operates his or her practice in like-mindedness with the Church's Statement of Faith), and the fees and expenses of such counsel shall be considered an Expense.

C. The Church shall not, without the prior written consent of Indemnitee, consent to the entry of any judgment against Indemnitee or enter into any settlement or compromise which (i) includes an admission of fault of Indemnitee, or (ii) does not include, as an unconditional term thereof, the full release of Indemnitee from all liability in respect of such Action. Indemnitee shall not, without the prior written consent of the Church, consent to the entry of any judgment against Indemnitee or enter into any settlement or compromise with respect to which the Church has indemnification obligations to Indemnitee or which includes an admission of fault of the Church.

Section 5. Successful Defense on the Merits; Expenses. To the extent a person has been successful on the merits, or otherwise, in the defense of any Proceeding (or claim, issue or matter therein) referred to in Article IX, Section 2 herein above, such person shall be indemnified by the

Church against Expenses actually incurred in connection therewith, notwithstanding that such person has not been successful on any other claim, issue or matter in any such Proceeding.

Section 6. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article shall be made by the Church only as authorized in each specific Proceeding (or claim, issue or matter therein) upon a determination that indemnification of the Indemnitee is permissible in the circumstances because he or she has met the applicable standard of conduct set forth in such Section 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made Parties to the Proceeding, or (ii) if such a quorum of the Board of Directors cannot be obtained, then by the vote of a committee of no more than five (5) Voting Members designated the Elder Council, which committee shall, to the extent obtainable, consist of at least a majority of disinterested persons from the Elder Council who at the time of the vote are not, were not, and are not threatened to be made Parties to the Proceeding (Elder Council members who are Parties to the Proceeding may participate in the designation of persons to serve on such committee), or (iii) if such a quorum of the Board of Directors cannot be obtained, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of Expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of Expenses shall be made by the body that selected such counsel.

Section 7. Advanced Payment of Expenses; Undertaking to Repay. The Church shall pay for or reimburse the Expenses incurred by an Indemnitee who is a Party to a Proceeding in advance of the final disposition of the Proceeding if (a) the person furnishes the Church a written affirmation of his or her good faith belief that he/she conducted himself or herself, as applicable, in good faith; (b) the person furnishes the Church with a written undertaking, executed personally or on his/her behalf, to repay the advance if and to the extent it is ultimately determined that he/she is not entitled to indemnification under Section 2 herein above, which undertaking shall (i) be an unlimited general obligation of the person, and his or her heirs, executors and personal representatives, but which need not be secured and which may be accepted without reference to financial ability to make repayment, and (ii) includes such other commercially reasonable terms and conditions as are customary for unsecured promissory notes or similar written undertakings to repay and as are approved by the Board of Directors; and (c) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 8. Other Employees and Agents. The Church may indemnify such other employees and agents of the Church by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification and the terms and conditions of such indemnification, which can (but is not required to) be to the same extent and in the same manner as is provided above in Section 2 or on any other lesser or greater terms and conditions as approved by the adopting resolution.

Section 9. Insurance. The Board of Directors may exercise the Church’s power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was an Elder, Director, Officer, agent and/or employee of the Church against any liability asserted against him/her or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Church would have the power to indemnify him/her against such liability under the provisions of this Article.

Section 10. Non-exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of and shall be in addition to any other rights and procedures to which one indemnified may be entitled under the Certificate of Formation, any bylaw, agreement, resolution of disinterested Directors, statute, rule of law or otherwise, both as to action in such person’s official capacity and as to action in another capacity authorized by and on behalf of the Church; and shall continue as to a person who has ceased to be an Elder, Director, Officer, employee and/or agent of the Church and shall inure to the benefit of such person’s heirs, executors, and administrators.

**ARTICLE XII
GENERAL PROVISIONS**

Section 1. Amendment to Bylaws. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) affirmative vote of the Board of Directors.

Section 2. Nepotism Clauses. The Church shall operate pursuant to the following provisions:

A. No Immediate Family Member of the Senior Pastor may be employed by or contracted with the Church, unless affirmed by a two-thirds (2/3) vote of the Board of Directors;

B. No two Immediate Family Members may simultaneously serve on the Board of Directors;

C. A Member of the Elder Council and/or Board of Directors who is an Immediate Family Member (each an “Ineligible Person”) of an employee of the Church (the “Employee”) shall be ineligible to serve on the PMT. In the event an Ineligible Person is a member or advisor to any committee or team, other than the PMT, that is responsible for determining and/or advising with regards to Employment Related Matters, then he or she: (i) must recuse themselves from any Employment Related Matter discussion or vote pertaining to the Employee; and (ii) is ineligible to serve as Chairman or Vice Chairman of such team or committee.

D. No person shall be employed by the Church in a position where he or she is to be directly supervised by an Immediate Family Member.

For purposes of this Article XII, Section 2, “Employment Related Matters” shall mean: supervision, evaluation and the recommendation for hiring, retention, promotion, transfer, assignment, leave, compensation, grievance adjustment, and/or discipline.

For purposes of this Article XII, Section 2, “Immediate Family Member” includes the following persons, whether by blood, adoption or marriage: wife, husband, daughter, son, mother, father, brother, sister, brother-in-law, sister-in-law, father-in-law, mother-in-law, aunt, uncle, niece, nephew, stepparent and stepchild.

Section 3. Eligibility to Vote. Notwithstanding anything herein to the contrary in these Bylaws, no person shall be eligible to vote, and must recuse himself or herself from any discussions and vote (referred to as the “Recused Person”), on any matter under any provision of these Bylaws for which he or she has a Conflict of Interest. For purposes of this Article XII, Section 3, a “Conflict of Interest” shall mean any situation where the Personal Interests of a Recused Person could influence his or her decisions and impair his or her ability to: (i) act in the best interests of the Church; or (ii) represent the Church fairly, impartially and without bias. It is important to note that a "Conflict of Interest" exists if the decision could be or could appear to be influenced: it is not necessary that influence takes place.

For purposes of this Article XII, Section 3, the “Personal Interests of a Recused Person” shall mean, (a) the personal interests of the Recused Person, and/or (b) those of a Recused Person’s close friend, family member, business associate, corporation or partnership in which the Recused Person holds a significant interest, or a person to whom the Recused Person owes a financial obligation.

Section 4. Corporate Loans. No loans shall be made by the Church to any Officer or Director. Any Officer or Director who assets to or participates in the making of any such loan shall be liable to the Church for the amount of the loan until the repayment thereof.

Section 5. Prohibition Against Sharing in Church Funds. No Member, Officer, Director, Elder, employee, committee member, or person connected with the Church, or any other private individual shall receive at any time any of the pecuniary funds from the donations to and/or operations of the Church; provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Church in effecting any of its purposes as shall be fixed by the Church leadership, and no such person or persons shall be entitled to share in the distribution of any of the Church assets upon dissolution of the Church. All Members of the Church shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Church, whether voluntary or involuntary, the assets of the Church, after all debts have been satisfied, then remaining in the hands of the leadership shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the leadership may determine or as may be determined by the court of competent jurisdiction upon application of the leadership, exclusively to charitable, religious, scientific testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as then now exist or as they may hereafter be amended.

Section 6. Waiver of Notice. Whenever any notice is required to be given under any provision of law, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the Membership, Board of Directors, Elder Council or members of a committee need be specified in any written waiver of notice unless so required by the Bylaws.

Section 7. Alternative Dispute Resolution. The Church believes that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Church (see Matthew 18:15-20; 1 Corinthians 6:1-8). Therefore, the Church strongly encourages any claim or dispute by or against the Board of Directors, Elder Council, Pastors, employees, agents of the Church, volunteers, Members or their families, or vendors of the Church be resolved by biblically-based reconciliation and, if necessary, by formal alternative dispute resolution (“ADR”) procedures in accordance with the Rules of Procedure for Christian Conciliation of The Institute for Christian Conciliation or any similar ADR procedures approved by the Board of Directors. The ADR process is not a substitute for any Church discipline or restoration process and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline in accordance with these Bylaws. The provisions of this Section 7 shall not supersede the provisions, rights, duties, and obligations of any person, committee or entity set forth in these Bylaws.

The undersigned Chairman of the Board of Directors of A2 Church, Inc., an Alabama nonprofit corporation, hereby certifies that the foregoing is a true and complete copy of the Amended and Restated Bylaws of A2 Church, Inc., to be effective as of November 17, 2023 (the “Effective Date”), as unanimously adopted by the Board of Directors of the Church pursuant to written consent.

Print Name: _____
Title: Chairman of the Board