

Amended and Restated Constitution and Bylaws of Dixie Lee Baptist Church

2025 CONSTITUTION

A Tennessee religious nonprofit corporation (the “Church”). The Church is organized under the Tennessee Nonprofit Corporation Act (the “Act”).

Preamble

We declare and establish this constitution to preserve and secure the principles of our faith and to govern the body in an orderly manner. This constitution will preserve the liberties of each Church member and the freedom of action of this body in relation to other churches.

- I. **Name:** This body shall be known as Dixie Lee Baptist Church.
- II. **Objective:** To be a dynamic spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in our church, community, and throughout the world.

To be a worshipping fellowship, experiencing an awareness of God, recognizing His person, and responding in obedience to His leadership.

To experience an increasingly meaningful fellowship with God and fellow believers.
To help people experience a growing knowledge of God and humans.

To be a church which ministers unselfishly to persons in the community and the world in Jesus’ name. To be a church whose purpose is to be Christ like in our daily living by emphasizing total commitment of life, personality, and possessions to the lordship of Christ.

III. Statement of Basic Beliefs

We affirm the Holy Bible as the inspired word of God and the basis for our beliefs. The Church subscribes to the doctrinal statements expressed below. We voluntarily band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation to lost humankind.

a. The Scriptures

The Holy Bible was written by men divinely inspired and is God's revelation of Himself to humanity. It is a perfect treasure of divine instruction. It has God for its author, salvation for its end, and truth, without any mixture of error (inerrant), for its matter. Therefore, all Scripture is totally true and trustworthy (infallible). It reveals the principles by which God judges us, and therefore is, and will remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and religious opinions should be tried. All Scripture is a testimony to Christ, who is Himself the focus of divine revelation.

Exodus 24:4; Deuteronomy 4:1-2; 17:19; Joshua 8:34; Psalms 19:7-10; 119:11, 89, 105, 140; Isaiah 34:16; 40:8; Jeremiah 15:16; 36:1-32; Matthew 5:17-18; 22:29; Luke 21:33; 24:44-46; John 5:39; 16:13-15; 17:17; Acts 2:16ff.; 17:11; Romans 15:4; 16:25-26; 2 Timothy 3:15-17; Hebrews 1:1-2; 4:12; 1 Peter 1:25; 2 Peter 1:19-21.

b. God

There is one and only one living and true God. He is an intelligent, spiritual, and personal Being, the Creator, Redeemer, Preserver, and Ruler of the universe. God is infinite in holiness and all other perfections. God is all powerful and all knowing; and His perfect knowledge extends to all things, past, present, and future, including the future decisions of His free creatures. To Him we owe the highest love, reverence, and obedience. The eternal triune God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.

i. God the Father

God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all humanity.

Genesis 1:1; 2:7; Exodus 3:14; 6:2-3; 15:11ff.; 20:1ff.; Leviticus 22:2; Deuteronomy 6:4; 32:6; 1 Chronicles 29:10; Psalm 19:1-3; Isaiah 43:3, 15; 64:8; Jeremiah 10:10; 17:13; Matthew 6:9ff.; 7:11; 23:9; 28:19; Mark 1:9-11; John 4:24; 5:26; 14:6-13; 17:1-8; Acts 1:7; Romans 8:14-15; 1 Corinthians 8:6; Galatians 4:6; Ephesians 4:6; Colossians 1:15; 1 Timothy 1:17; Hebrews 11:6; 12:9; 1 Peter 1:17; 1 John 5:7.

ii. God the Son

Christ is the eternal Son of God. In His incarnation as Jesus Christ, He was conceived of the Holy Spirit and born of the virgin Mary. Jesus perfectly revealed and did the will of God, taking upon Himself human nature with its demands and necessities and identifying Himself completely with humankind yet without sin. He honored the divine law by His personal obedience, and in His substitutionary death on the cross He made provision for the redemption of humanity from sin.

He was raised from the dead with a glorified body and appeared to His disciples as the person who was with them before His crucifixion. He ascended into heaven and is now exalted at the right hand of God where He is the One Mediator, fully God, fully man, in whose Person is effected the reconciliation between God and humans. He will return in power and glory to judge the world and to consummate His redemptive mission. He now dwells in all believers as the living and ever-present Lord.

Genesis 18:1ff.; Psalms 2:7ff.; 110:1ff.; Isaiah 7:14; Isaiah 53:1-12; Matthew 1:18-23; 3:17; 8:29; 11:27; 14:33; 16:16,27; 17:5; 27; 28:1-6,19; Mark 1:1; 3:11; Luke 1:35; 4:41; 22:70; 24:46; John 1:1-18,29; 10:30,38; 11:25-27; 12:44-50; 14:7-11; 16:15-16,28; 17:1-5, 21-22; 20:1-20,28; Acts 1:9; 2:22-24; 7:55-56; 9:4-5,20; Romans 1:3-4; 3:23-26; 5:6-21; 8:1-3,34; 10:4; 1 Corinthians 1:30; 2:2; 8:6; 15:1-8,24-28; 2 Corinthians 5:19-21; 8:9; Galatians 4:4-5; Ephesians 1:20; 3:11; 4:7-10; Philippians 2:5-11; Colossians 1:13-22; 2:9; 1 Thessalonians 4:14-18; 1 Timothy 2:5-6; 3:16; Titus 2:13-14; Hebrews 1:1-3; 4:14-15; 7:14-28; 9:12-15,24-28; 12:2; 13:8; 1 Peter 2:21-25; 3:22; 1 John 1:7-9; 3:2; 4:14-15; 5:9; 2 John 7-9; Revelation 1:13-16; 5:9-14; 12:10-11; 13:8; 19:16.

iii. God the Holy Spirit

The Holy Spirit is the Spirit of God, fully divine. He inspired holy men of old to write the Scriptures. Through illumination He enables humanity to understand truth. He exalts Christ. He convicts humanity of sin, of righteousness, and of judgment. He calls people to the Savior, and effects regeneration. At the moment of regeneration, He baptizes every believer into the Body of Christ. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. He seals the believer for the day of final redemption. His presence in the Christian is the guarantee that God will bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer and the church in worship, evangelism, and service.

Genesis 1:2; Judges 14:6; Job 26:13; Psalms 51:11; 139:7ff.; Isaiah 61:1-3; Joel 2:28-32; Matthew 1:18; 3:16; 4:1; 12:28-32; 28:19; Mark 1:10,12; Luke 1:35; 4:1,18-19; 11:13; 12:12; 24:49; John 4:24; 14:16-17,26; 15:26; 16:7-14; Acts 1:8; 2:1-4,38; 4:31; 5:3; 6:3; 7:55; 8:17,39; 10:44; 13:2; 15:28; 16:6; 19:1-6; Romans 8:9-11,14-16,26-27; 1 Corinthians 2:10-14; 3:16; 12:3-11,13; Galatians 4:6; Ephesians 1:13-14; 4:30; 5:18; 1 Thessalonians 5:19; 1 Timothy 3:16; 4:1; 2 Timothy 1:14; 3:16; Hebrews 9:8,14; 2 Peter 1:21; 1 John 4:13; 5:6-7; Revelation 1:10; 22:17.

c. Humans

Humans are the special creation of God, made in His own image. He created them male and female as the crowning work of His creation. The gift of gender is thus part of the goodness of God's creation. In the beginning humanity was innocent of sin and was endowed by the Creator with freedom of choice. By their free choice humanity sinned

against God and brought sin into the human race. Through the temptation of Satan humanity transgressed the command of God and fell from their original innocence whereby their posterity inherits a nature and an environment inclined toward sin. Therefore, as soon as they are capable of moral action, they become transgressors and are under condemnation. Only the grace of God can bring humanity into His holy fellowship and enable humanity to fulfill the creative purpose of God. The sacredness of human personality is evident in that God created men and women in His own image, and in that Christ died for humanity; therefore, every person of every race possesses full dignity and is worthy of respect and Christian love.

Genesis 1:26-30; 2:5,7,18-22; 3; 9:6; Psalms 1; 8:3-6; 32:1-5; 51:5; Isaiah 6:5; Jeremiah 17:5; Matthew 16:26; Acts 17:26-31; Romans 1:19-32; 3:10-18,23; 5:6,12,19; 6:6; 7:14-25; 8:14-18,29; 1 Corinthians 1:21-31; 15:19,21-22; Ephesians 2:1-22; Colossians 1:21-22; 3:9-11.

d. Salvation

Salvation involves the redemption of the whole person and is offered freely to all who accept Jesus Christ as Lord and Savior, who by His own blood obtained eternal redemption for the believer. In its broadest sense salvation includes regeneration, justification, sanctification, and glorification. There is no salvation apart from personal faith in Jesus Christ as Lord.

i. Regeneration, or the new birth, is a work of God's grace whereby believers become new creatures in Christ Jesus. It is a change of heart wrought by the Holy Spirit through conviction of sin, to which the sinner responds in repentance toward God and faith in the Lord Jesus Christ. Repentance and faith are inseparable experiences of grace.

Repentance is a genuine turning from sin toward God. Faith is the acceptance of Jesus Christ and surrender of the entire personality to Him as Lord and Savior.

ii. Justification is God's gracious and full acquittal upon principles of His righteousness of all sinners who repent and believe in Christ. Justification brings the believer into a relationship of peace and favor with God.

iii. Sanctification is the experience, beginning in regeneration, by which the believer is set apart to God's purposes, and is enabled to progress toward moral and spiritual maturity through the presence and power of the Holy Spirit dwelling in him or her. Growth in grace should continue throughout the regenerate person's life.

iv. Glorification is the culmination of salvation and is the final blessed and abiding state of the redeemed.

Genesis 3:15; Exodus 3:14-17; 6:2-8; Matthew 1:21; 4:17; 16:21-26; 27:22-28:6; Luke 1:68-69; 2:28-32; John 1:11-14,29; 3:3-21,36; 5:24; 10:9,28-29; 15:1-16; 17:17; Acts 2:21; 4:12; 15:11; 16:30-31; 17:30-31; 20:32; Romans 1:16-18; 2:4; 3:23-25; 4:3ff.; 5:8-10; 6:1-23; 8:1-18,29-39; 10:9-10,13; 13:11-14; 1 Corinthians 1:18,30; 6:19-20; 15:10; 2 Corinthians 5:17-20; Galatians 2:20; 3:13; 5:22-25; 6:15; Ephesians 1:7; 2:8-22; 4:11-16; Philippians 2:12-13; Colossians 1:9-22; 3:1ff.; 1 Thessalonians 5:23-24; 2 Timothy 1:12; Titus 2:11-14; Hebrews 2:1-3; 5:8-9; 9:24-28; 11:1-12:8,14; James 2:14-26; 1 Peter 1:2-23; 1 John 1:6-2:11; Revelation 3:20; 21:1-22:5.

e. God's Purpose of Grace

Election is the gracious purpose of God, according to which He regenerates, justifies, sanctifies, and glorifies sinners. It is consistent with the free agency of humans and comprehends all the means in connection with the end. It is the glorious display of God's sovereign goodness, and is infinitely wise, holy, and unchangeable. It excludes boasting and promotes humility.

All true believers endure to the end. Those whom God has accepted in Christ, and sanctified by His Spirit, will never fall away from the state of grace, but shall persevere to the end. Believers may fall into sin through neglect and temptation, whereby they grieve the Spirit, impair their graces and comforts, and bring reproach on the cause of Christ and temporal judgments on themselves; yet they shall be kept by the power of God through faith into salvation.

Genesis 12:1-3; Exodus 19:5-8; 1 Samuel 8:4-7,19-22; Isaiah 5:1-7; Jeremiah 31:31ff.; Matthew 16:18-19; 21:28-45; 24:22,31; 25:34; Luke 1:68-79; 2:29-32; 19:41-44; 24:44-48; John 1:12-14; 3:16; 5:24; 6:44-45,65; 10:27-29; 15:16; 17:6,12,17-18; Acts 20:32; Romans 5:9-10; 8:28-39; 10:12-15; 11:5-7,26-36; 1 Corinthians 1:1-2; 15:24-28; Ephesians 1:4-23; 2:1-10; 3:1-11; Colossians 1:12-14; 2 Thessalonians 2:13-14; 2 Timothy 1:12; 2:10,19; Hebrews 11:39-12:2; James 1:12; 1 Peter 1:2-5,13; 2:4-10; 1 John 1:7-9; 2:19; 3:2.

f. The Church

A New Testament church of the Lord Jesus Christ is an autonomous local congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the two ordinances of Christ, governed by His laws, exercising the gifts, rights, and privileges invested in them by His Word, and seeking to extend the gospel to the ends of the earth. Each congregation operates under the Lordship of Christ. In the congregation each member is responsible and accountable to Christ as Lord. Its two scriptural offices are that of pastor/elder/overseer and deacon. While both men and women are gifted for service in the church, the office of pastor/elder/overseer is limited to men as qualified by Scripture.

The New Testament speaks also of the church as the Body of Christ which includes all the redeemed of all the ages, believers from every tribe, and tongue, and people, and nation.

Matthew 16:15-19; 18:15-20; Acts 2:41-42,47; 5:11-14; 6:3-6; 13:13; 14:23, 27; 15:1-30; 16:5; 20:28; Romans 1:7; 1 Corinthians 1:2; 3:16; 5:4-5; 7:17; 9:13-14; 12; Ephesians 1:22-23; 2:19-22; 3:8-11, 21; 5:22-32; Philippians 1:1; Colossians 1:18; 1 Timothy 2:9-14; 3:1-15; 4:14; Hebrews 11:39-40; 1 Peter 5:1-4; Revelation 2-3; 21:2-3.

g. Baptism and the Lord's Supper

Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to the believer's faith in the final resurrection of the dead. Being a church ordinance, it is prerequisite to the privileges of church membership and to the Lord's Supper.

The Lord's Supper is a symbolic act of obedience whereby members of the church, through partaking of the bread and the fruit of the vine, memorialize the death of the Redeemer and anticipate His second coming.

Matthew 3:13-17; 26:26-30; 28:19-20; Mark 1:9-11; 14:22-26; Luke 3:21-22; 22:19-20; John 3:23; Acts 2:41-42; 8:35-39; 16:30-33; 20:7; Romans 6:3-5; 1 Corinthians 10:16,21; 11:23-29; Colossians 2:12.

h. The Lord's Day

The first day of the week is the Lord's Day. It is a Christian institution for regular observance. It commemorates the resurrection of Christ from the dead and should include exercises of worship and spiritual devotion, both public and private. Activities on the Lord's Day should be commensurate with the Christian's conscience under the Lordship of Jesus Christ.

Exodus 20:8-11; Matthew 12:1-12; 28:1ff.; Mark 2:27-28; 16:1-7; Luke 24:1-3,33-36; John 4:21-24; 20:1,19-28; Acts 20:7; Romans 14:5-10; 1 Corinthians 16:1-2; Colossians 2:16; 3:16; Revelation 1:10.

i. The Kingdom

The Kingdom of God includes both His general sovereignty over the universe and His particular kingship over men and women who willfully acknowledge Him as King. Particularly the Kingdom is the realm of salvation into which men and women enter by trustful, childlike commitment to Jesus Christ. Christians ought to pray and to labor that

the Kingdom may come and God's will be done on earth. The full consummation of the Kingdom awaits the return of Jesus Christ and the end of this age.

Genesis 1:1; Isaiah 9:6-7; Jeremiah 23:5-6; Matthew 3:2; 4:8-10,23; 12:25-28; 13:1-52; 25:31-46; 26:29; Mark 1:14-15; 9:1; Luke 4:43; 8:1; 9:2; 12:31-32; 17:20-21; 23:42; John 3:3; 18:36; Acts 1:6-7; 17:22-31; Romans 5:17; 8:19; 1 Corinthians 15:24-28; Colossians 1:13; Hebrews 11:10,16; 12:28; 1 Peter 2:4-10; 4:13; Revelation 1:6,9; 5:10; 11:15; 21-22.

j. Last Things

God, in His own time and in His own way, will bring the world to its appropriate end. According to His promise, Jesus Christ will return personally and visibly in glory to the earth; the dead will be raised; and Christ will judge all humanity in righteousness. The unrighteous will be consigned to Hell, the place of everlasting punishment. The righteous in their resurrected and glorified bodies will receive their reward and will dwell forever in Heaven with the Lord.

Isaiah 2:4; 11:9; Matthew 16:27; 18:8-9; 19:28; 24:27,30,36,44; 25:31-46; 26:64; Mark 8:38; 9:43-48; Luke 12:40,48; 16:19-26; 17:22-37; 21:27-28; John 14:1-3; Acts 1:11; 17:31; Romans 14:10; 1 Corinthians 4:5; 15:24-28,35-58; 2 Corinthians 5:10; Philippians 3:20-21; Colossians 1:5; 3:4; 1 Thessalonians 4:14-18; 5:1ff.; 2 Thessalonians 1:7ff.; 2; 1 Timothy 6:14; 2 Timothy 4:1,8; Titus 2:13; Hebrews 9:27-28; James 5:8; 2 Peter 3:7ff.; 1 John 2:28; 3:2; Jude 14; Revelation 1:18; 3:11; 20:1-22:13.

k. Evangelism and Missions

It is the duty and privilege of every follower of Christ and of every church of the Lord Jesus Christ to endeavor to make disciples of all nations. The new birth of a person's spirit by God's Holy Spirit means the birth of love for others. Missionary effort on the part of all rests thus upon a spiritual necessity of the regenerate life and is expressly and repeatedly commanded in the teachings of Christ. The Lord Jesus Christ has commanded the preaching of the gospel to all nations. It is the duty of every child of God to seek constantly to win the lost to Christ by verbal witness undergirded by a Christian lifestyle, and by other methods in harmony with the gospel of Christ.

Genesis 12:1-3; Exodus 19:5-6; Isaiah 6:1-8; Matthew 9:37-38; 10:5-15; 13:18-30, 37-43; 16:19; 22:9-10; 24:14; 28:18-20; Luke 10:1-18; 24:46-53; John 14:11-12; 15:7-8,16; 17:15; 20:21; Acts 1:8; 2; 8:26-40; 10:42-48; 13:2-3; Romans 10:13-15; Ephesians 3:1-11; 1 Thessalonians 1:8; 2 Timothy 4:5; Hebrews 2:1-3; 11:39-12:2; 1 Peter 2:4-10; Revelation 22:17.

I. Discipleship Training

Christianity is the faith of enlightenment and intelligence. In Jesus Christ abide all the treasures of wisdom and knowledge. All sound learning is, therefore, a part of our Christian heritage. The new birth opens all human faculties and creates a thirst for knowledge. Education in the Kingdom of Christ is co-ordinate with the causes of missions and general benevolence and should receive along with these the liberal support of the churches. An adequate system of discipleship education is necessary to a complete spiritual program for Christ's people.

Deuteronomy 4:1, 5, 9, 14; 6:1-10; 31:12-13; Nehemiah 8:1-8; Job 28:28; Psalms 19:7ff.; 119:11; Proverbs 3:13ff.; 4:1-10; 8:1-7, 11; 15:14; Ecclesiastes 7:19; Matthew 5:2; 7:24ff.; 28:19-20; Luke 2:40; 1 Corinthians 1:18-31; Ephesians 4:11-16; Philippians 4:8; Colossians 2:3, 8-9; 1 Timothy 1:3-7; 2 Timothy 2:15; 3:14-17; Hebrews 5:12-6:3; James 1:5; 3:17.

m. Stewardship

God is the source of all blessings, temporal and spiritual; all that we have and are we owe to Him. Christians have a spiritual debt to the whole world, a holy trusteeship in the gospel, and a binding stewardship in their possessions. They are therefore under obligation to serve Him with their time, talents, and material possessions; and should recognize all these as entrusted to them to use for the glory of God and for helping others. According to the Scriptures, Christians should contribute of their means cheerfully, regularly, systematically, proportionately, and liberally for the advancement of the Redeemer's cause on earth.

Genesis 14:20; Leviticus 27:30-32; Deuteronomy 8:18; Malachi 3:8-12; Matthew 6:1-4, 19-21; 19:21; 23:23; 25:14-29; Luke 12:16-21, 42; 16:1-13; Acts 2:44-47; 5:1-11; 17:24-25; 20:35; Romans 6:6-22; 12:1-2; 1 Corinthians 4:1-2; 6:19-20; 12; 16:1-4; 2 Corinthians 8-9; 12:15; Philippians 4:10-19; 1 Peter 1:18-19.

n. Cooperation

Christ's people should, as occasion requires, organize such associations and conventions as may best secure cooperation for the great objects of the Kingdom of God. Such organizations have no authority over one another or over the churches. They are voluntary and advisory bodies designed to elicit, combine, and direct the energies of our people in the most effective manner. Members of New Testament churches should cooperate with one another in carrying forward the missionary, educational, and benevolent ministries for the extension of Christ's Kingdom. Christian unity in the New Testament sense is spiritual harmony and voluntary cooperation for common ends by various groups of Christ's people. Cooperation is desirable between the various Christian denominations, when the end to be attained is itself justified, and when such cooperation

involves no violation of conscience or compromise of loyalty to Christ and His Word as revealed in the New Testament.

Exodus 17:12; 18:17ff.; Judges 7:21; Ezra 1:3-4; 2:68-69; 5:14-15; Nehemiah 4; 8:1-5; Matthew 10:5-15; 20:1-16; 22:1-10; 28:19-20; Mark 2:3; Luke 10:1ff.; Acts 1:13-14; 2:1ff.; 4:31-37; 13:2-3; 15:1-35; 1 Corinthians 1:10-17; 3:5-15; 12; 2 Corinthians 8-9; Galatians 1:6-10; Ephesians 4:1-16; Philippians 1:15-18.

o. The Christian and the Social Order

All Christians are under obligation to seek to make the will of Christ supreme in our own lives and in human society. Means and methods used for the improvement of society and the establishment of righteousness among humanity can be truly and permanently helpful only when they are rooted in the regeneration of the individual by the saving grace of God in Jesus Christ. In the spirit of Christ, Christians should oppose racism, every form of greed, selfishness, transgenderism, transvestism, and vice, and all forms of sexual immorality, including adultery, fornication, homosexuality, and pornography. We should work to provide for the orphaned, the needy, the abused, the aged, the helpless, and the sick. We should speak on behalf of the unborn and contend for the sanctity of all human life from conception to natural death. Every Christian should seek to bring industry, government, and society as a whole under the sway of the principles of righteousness, truth, and brotherly love. In order to promote these ends Christians should be ready to work with all people of good will in any good cause, always being careful to act in the spirit of love without compromising their loyalty to Christ and His truth.

Exodus 20:3-17; Leviticus 6:2-5; Deuteronomy 10:12; 27:17; Psalm 101:5; Micah 6:8; Zechariah 8:16; Matthew 5:13-16, 43-48; 22:36-40; 25:35; Mark 1:29-34; 2:3ff.; 10:21; Luke 4:18-21; 10:27-37; 20:25; John 15:12; 17:15; Romans 12-14; 1 Corinthians 5:9-10; 6:1-7; 7:20-24; 10:23-11:1; Galatians 3:26-28; Ephesians 6:5-9; Colossians 3:12-17; 1 Thessalonians 3:12; Philemon; James 1:27; 2:8.

p. Peace and War

It is the duty of Christians to seek peace with all people on principles of righteousness. In accordance with the spirit and teachings of Christ they should do all in their power to put an end to war.

The true remedy for the war spirit is the gospel of our Lord. The supreme need of the world is the acceptance of His teachings in all the affairs of humans and nations, and the practical application of His law of love. Christian people throughout the world should pray for the reign of the Prince of Peace.

Isaiah 2:4; Matthew 5:9, 38-48; 6:33; 26:52; Luke 22:36, 38; Romans 12:18-19; 13:1-7; 14:19; Hebrews 12:14; James 4:1-2.

q. Religious Liberty

God alone is Lord of the conscience, and He has left it free from the doctrines and commandments of people which are contrary to His Word or not contained in it. Church and state should be separate. The state owes to every church protection and full freedom in the pursuit of its spiritual ends. In providing for such freedom no ecclesiastical group or denomination should be favored by the state more than others. Civil government being ordained of God, it is the duty of Christians to render loyal obedience thereto in all things not contrary to the revealed will of God. The church should not resort to the civil power to carry on its work. The gospel of Christ contemplates spiritual means alone for the pursuit of its ends. The state has no right to impose penalties for religious opinions of any kind. The state has no right to impose taxes for the support of any form of religion. A free church in a free state is the Christian ideal, and this implies the right of free and unhindered access to God on the part of all humans, and the right to form and propagate opinions in the sphere of religion without interference by the civil power.

Genesis 1:27; 2:7; Matthew 6:6-7,24; 16:26; 22:21; John 8:36; Acts 4:19-20; Romans 6:1-2; 13:1-7; Galatians 5:1,13; Philippians 3:20; 1 Timothy 2:1-2; James 4:12; 1 Peter 2:12-17; 3:11-17; 4:12-19.

r. The Family

God has ordained the family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood, or adoption.

Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. It is God's unique gift to reveal the union between Christ and His church and to provide for the man and the woman in marriage the framework for intimate companionship, the channel of sexual expression according to biblical standards, and the means for procreation of the human race.

The husband and wife are of equal worth before God, since both are created in God's image. The marriage relationship models the way God relates to His people. They are to submit to one another out of reverence for Christ. A husband is to love his wife as Christ loved the church. He has the God-given responsibility to provide for, to protect, and to lead his family. A wife is to submit herself graciously to the servant leadership of her husband even as the church willingly submits to the headship of Christ. She, being in the image of God as is her husband and thus equal to him, has the God-given responsibility to respect her husband and to serve as his helper in managing the household and nurturing the next generation.

Children, from the moment of conception, are a blessing and heritage from the Lord. Parents are to demonstrate to their children God's pattern for marriage. Parents are to

teach their children spiritual and moral values and to lead them, through consistent lifestyle example and loving discipline, to make choices based on biblical truth. Children are to honor and obey their parents.

Genesis 1:26-28; 2:15-25; 3:1-20; Exodus 20:12; Deuteronomy 6:4-9; Joshua 24:15; 1 Samuel 1:26-28; Psalms 51:5; 78:1-8; Psalms 127; Psalms 128; 139:13-16; Proverbs 1:8; 5:15-20; 6:20-22; 12:4; 13:24; 14:1; 17:6; 18:22; 22:6,15; 23:13-14; 24:3; 29:15,17; 31:10-31; Ecclesiastes 4:9-12; 9:9; Malachi 2:14-16; Matthew 5:31-32; 18:2-5; 19:3-9; Mark 10:6-12; Romans 1:18-32; 1 Corinthians 7:1-16; Ephesians 5:21-33; 6:1-4; Colossians 3:18-21; 1 Timothy 5:8,14; 2 Timothy 1:3-5; Titus 2:3-5; Hebrews 13:4; 1 Peter 3:1-7.

IV. Church Covenant

Having been led as we believe by the Spirit of God to receive the Lord Jesus as our Lord and Savior and, on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God and this assembly most solemnly and joyfully enter into covenant with one another as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit to walk together in Christian love; to strive for the advancement of this church in knowledge, holiness, and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, doctrines, and discipline; to contribute cheerfully and regularly to the support of the ministry, the expenses of the church, and the relief of the poor, and the spread of the gospel through all nations.

We also engage to maintain family and private devotions; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment; to avoid all tattling, backbiting, and excessive anger; to abstain from the sale of and use of intoxicating beverages; to use our influence to combat the abuse of drugs and the spread of pornography; and to be zealous in our efforts to advance the kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and Christian courtesy in speech; to be slow to take offense, but always ready for reconciliation and mindful of the rules of our Savior to secure it without delay.

We moreover engage that when we remove from this place we will as soon as possible unite with some other church where we can carry out this covenant and the principles of God's Word.

V. Church Polity

The government of the Church is vested in the body of believers who compose it.

Persons duly received by the members shall constitute the membership.

All internal groups created and empowered by the Church shall report to and be accountable only to the Church, unless otherwise specified by Church action.

The Church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among Southern Baptist churches. Insofar as is practical, the Church will cooperate with and support the local association, the state convention, and the Southern Baptist Convention.

DRAFT

AMENDED AND RESTATED BYLAWS OF DIXIE LEE BAPTIST CHURCH

These Amended and Restated Bylaws (“Bylaws”) govern the affairs of Dixie Lee Baptist Church, a Tennessee religious nonprofit corporation (the “Church”). The Church is organized under the Tennessee Nonprofit Corporation Act (the “Act”). Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular. These Bylaws amend and restate, in their entirety, the former bylaws and constitution of the Church, as amended.

ARTICLE 1 NAME AND PRINCIPAL OFFICE

1.1 Name. The name of this religious nonprofit corporation is Dixie Lee Baptist Church.

1.2 Location. The principal office of the corporation in the state of Tennessee is located at 14650 Old Stage Road in Lenoir City, Loudon County, Tennessee. Unless otherwise provided, all meetings of the directors and members shall be at the principal office. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Tennessee. The registered office may, but need not, be identical with the Church’s principal office in Tennessee. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2 AUTONOMY

This is a sovereign, democratic, and incorporated Baptist church under the lordship of Jesus Christ. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, the Church may voluntarily affiliate with the Southern Baptist Convention in its national and state expressions.

ARTICLE 3 STATEMENT OF FAITH

3.1 Statement of Faith. We confirm our belief in the basic beliefs identified in section III. Statement of Basic Beliefs, in the Constitution of the Church.

3.2 Marriage and Sexuality Policy

(a) Marriage. The testimony of the God-breathed Holy Scriptures is that the marriage covenant shall be reserved only for one man with one woman. The idea that marriage is a covenant only between one man and one woman has been the traditional definition of marriage for all of

human history (“Traditional Definition of Marriage”). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one man and one woman, as clearly conveyed in God’s inerrant Scriptures, including for example in Matthew 19:4-6 where in speaking about marriage Jesus referred to the fact that “he which made them at the beginning made them male and female,” the Church hereby creates this policy, which shall be known as the “Marriage and Sexuality Policy.”

Under the Church’s Marriage and Sexuality Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No director, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatsoever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church’s Marriage and Sexuality Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

The Church’s Marriage and Sexuality Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church’s Marriage and Sexuality Policy or the Traditional Definition of Marriage, including but not limited to permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

This Church’s Marriage and Sexuality Policy is based upon God’s will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote; referendum; prevailing opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level. (*See Gen. 2:18-24; 1:27-28; Matt. 19:4-6; Eph. 5: 23, 25, 31-32.*)

(b) Sexuality. Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one man with one woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. (*See 1 Cor. 6:18; 1 Thes. 4:3; Rom. 1:26-27; Prov. 5:3-5, 8-13; 7:21-27; Gal. 5:19; Exodus 20:14; Deut. 5:18; Matt. 5:27; 19:18; Luke 18:20; Rom. 13:9; Hebrews 13:4; James 2:11; Lev. 20:10-21; 1 Cor. 10:8; 6:18; Jude 7.*) Furthermore, the Church believes that sexuality is assigned by God at birth, whatever that may be, and the Holy Scripture does not permit an individual from altering their sexual identity physically or otherwise. (*See Deut. 23:1.*)

(c) Common Law Marriages. In no case shall persons be accepted into membership and/or employment that are known to be living in a common-law state of matrimony.

(d) Bathroom Policy. Consistent with the Church's sincerely held religious beliefs, gender specific bathroom facilities may only be utilized consistent with gender assigned at birth and not gender identity or expression.

3.3 Child Dedications. The Church believes that children are a gift from the Lord and desires to affirm the dedication of a child to the Lord, recognizing that dedication does not offer salvation but only serves as a reminder that all good gifts come from God. *See Psalm 127:3; James 1:17*. The Church reserves the right to dedicate children in the most God-honoring manner that, in its discretion and understanding of Biblical principles and methodology, the Church determines is best.

ARTICLE 4 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 48, Chapter 53 of the Act. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To know God through Worship, Discipleship, and Fellowship.

(c) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Tennessee and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements). Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church’s religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERS

6.1 Membership. The Church shall have one class of membership. Membership of this Church shall be composed of individuals who are believers in the Lord Jesus Christ and affirm the tenets of Dixie Lee Baptist Church, and who offer evidence, by their confession and their conduct, that they are living in accord with their affirmations and these Bylaws and are actively pursuing and continuing in vital fellowship with the Lord Jesus Christ. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. The members reserve the right to determine who shall be members of the Church and the condition of such membership. New members shall have all the rights, privileges and responsibilities of a member of the Church.

The Church's expectations of its members include:

- Attend worship services regularly, worshiping with the heart, the mind, and the will.
- Seek to mature spiritually through Bible reading/study, prayer, fellowship, service, and stewardship.
- Serve God through participation in Church activities and ministries in accordance with their spiritual gifts.
- Give of their resources, both time and financial, with a generous spirit to fulfill the mission of the Church.
- Seek unity of the Church through humility, gentleness, patience, and love, acknowledging everyone is made in God's image and loved by Him.
- Pray both corporately and privately in praise of God, confession of sins, seeking forgiveness, thanksgiving for God's provisions, and supplication for needs.
- Sacrifice by prioritizing God's will and work over personal interests.

6.2 Qualifications for Membership. Any person may request to be considered as a candidate for membership in the Church. All such candidates shall meet the following requirements before being presented to the Church for membership:

(1) Affirmation of their profession of faith by one of the following:

- (a) By profession of faith and for baptism according to the policies of the Church;
- (b) By promise of a letter of recommendation from another Southern Baptist church;
- (c) By a statement of prior conversion experience and scriptural baptism according to the beliefs of the Church.

(2) Completion of new member classes prescribed by the Church and their affirmation of the Church's beliefs.

All candidates satisfying the membership requirements above shall be presented to the members at any regular meeting of the Church for approval.

Should there be any dissent as to the candidate's qualifications for membership, such dissent shall be referred to the Board of Directors for investigation. Based on the results of the investigation, the Senior Pastor, in consultation with the Body of Deacons, will make a recommendation to the members within thirty (30) days at any regular meeting of the Church membership. A three-fourths (3/4) vote of those members present shall be required to elect candidates into membership.

An active member of the church is defined as a person who has attended more than three worship services in a ninety-day period. Examples of a worship service would include a Sunday morning service, a Sunday evening service or a Wednesday evening service. Persons with medical problems which prevent them from attending services (a shut-in) may be exempted from the requirement of attending services, but will not be considered an active member. Persons who are unable to attend three services in a ninety-day period due to extenuating circumstances would be evaluated by the Deacon Body as to the reasonableness of the circumstances to prevent attendance.

A member who cannot meet the basic requirements above will not be considered an active member. An inactive member will not have voting rights at elections or on any questions submitted to the members at meetings held within the guidelines of the Church constitution and by-laws.

The Body of Deacons shall determine when a member should be considered as inactive. The decision will be recorded within the official Church membership listing. A copy of the listing will be provided to the Church Clerk, so that the listing can be present at elections and questions submitted to the members.

6.3 Rights of All Members. All active members are entitled to vote at all elections and on all questions submitted to the active members in all meetings, provided the active member is present. Every member of the Church may participate in the ordinances of the Church as administered by the Church. Active members will be eligible to serve in volunteer positions within the Church ministries (e.g., ministry teams, boards, councils, etc.).

6.4 Termination of Membership. Membership in the Church shall be terminated in any of the following ways:

- (a) death of the member;
- (b) transfer of letter to another Baptist church;
- (c) erasure upon request of the member or proof of membership in another church
- (d) exclusion by action of the Church by a vote of the active members of the Church as described below;

By a two-thirds (2/3) vote of the active members present at a properly held meeting, a person's Church membership may be terminated when the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community. An excluded person is no longer a member of the Church. A spirit of Christian kindness and forbearance shall pervade all such proceedings.

Any member not attending any functions of the Church in excess of five years may be removed from the official Church membership listing except as provided above for medical conditions or extenuating circumstances.

6.5 Restoration of Membership. The Church may restore to membership any person previously excluded according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, upon the request of the excluded person; the recommendation of the Senior Pastor; evidence of the excluded person's repentance and reformation; and by a three-fourths (3/4) vote of the active members present.

6.6 Discipline. It shall be the practice of this Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Senior Pastor, in consultation with the Body of Deacons and other members of the staff of the Church, are available for counsel and guidance. The attitude of the members toward one another shall be guided by a concern for redemption rather than punishment.

Should some serious condition exist which would cause a member to become a liability to the general welfare of the other members, the Senior Pastor, and the Board of Directors, in consultation with the Body of Deacons, will take every reasonable measure to resolve the problem in accordance with Matthew 18. If it becomes necessary for the Church to take action to exclude a member, a two-thirds (2/3) vote of the active members present at a regular or special meeting is required. The member sought to be excluded is entitled to fifteen (15) days prior written notice of the termination and associated reasons. The member is also entitled to an opportunity to be heard by the Senior Pastor and Board of Directors, either orally or in writing, not less than five (5) days before the effective date of termination.

Reasons for discipline, including termination of membership, may include, but are not limited to, immorality, strife, rebellion, gossip, backbiting, disrespectfulness to Church leaders or members, substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church or posing a physical or psychological threat to any person or to the Church, or causing or being about to cause disruption to the religious services and activities of the Church, and in general, other displays of pride and intractability with regard to Church teaching and authority; or any other conduct not in accord with the teachings and precepts of the Holy Bible.

6.7 Church Membership Meetings. Unless otherwise stated herein, meeting of the Church members shall be held in the main sanctuary of the Church or such other place or places as may be designated from time to time by the Senior Pastor.

(a) Regular Meeting. Regular Church membership meetings shall be held annually. The time and place of the Church membership meetings shall be announced by written notification and from the pulpit at least two Sundays prior to the meeting.

(b) Special Meetings. Special meeting of the members for any purpose may be called by the Senior Pastor or by a two-thirds (2/3) vote of the active membership as maintained by the Body of Deacons on the official Church membership listing. Special meetings may be called at any time provided notice is given in a regular service prior to the special meeting in accordance with Section 6.8. No matters beyond the announced subject or purpose may be conducted at a special business meeting.

(c) Moderator. The moderator shall establish the agenda, protocol, and rules of order for each meeting, and they shall conduct the meeting accordingly. The Senior Pastor shall serve as the moderator at all Church membership meetings. In the absence of the Senior Pastor at a meeting or if they choose not to act as moderator, then the Chairperson of the Deacons shall act as moderator, or if they are unable to so act, the Vice-Chairperson of the Deacons shall act as moderator. In the absence of these three officers, a meeting should be postponed unless there is urgent business, which cannot be deferred. In such a situation, the Church Clerk shall call the members to order and preside for the election of an acting moderator, and only business which cannot be deferred shall be conducted at the meeting.

(d) Quorum. In all Church membership meetings, the quorum shall consist of those active members who attend the membership meeting, provided it is a stated meeting or one that has been properly called.

(e) Voting. All active members present in person, may vote on matters of business which are properly presented at any Church membership meeting. A list of active members entitled to vote at a meeting, certified to the Church Clerk utilizing the official Church membership listing, shall be available for inspection at any meeting of members. If the right to vote at any meeting is challenged, the presiding officer may rely on such list as evidence of the right of the persons challenged to vote. A vote of the active membership duly taken and recorded shall, by a simple majority, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator.

(f) Proxies. Voting by proxy is prohibited.

6.8 Notice of Special Meetings. Notice of all special meetings shall be given and shall include a general description of the matters to be considered in the meeting. Notice shall be given at least ten (10) days before any special meeting either orally during Sunday worship service or in a worship bulletin.

6.9 Religious Gathering. The annual meeting and special called business meetings of the Dixie Lee Baptist Church are private religious gatherings. Dixie Lee Baptist Church reserves the right to limit attendance to Dixie Lee Baptist Church members and guests, and may take any and all necessary and available actions against disruptive persons.

6.10 Worship Services. The members of the Church shall meet regularly for the worship of God. Prayer, praise, preaching, instruction, and evangelism shall be among the elements of these services.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Management of the Church. The active members of the Church shall approve all decisions regarding the policies and programs in carrying out the Church's purpose and mission as defined in Article 4. The Board of Directors shall act with approval of the active members to: 1) confirm and maintain the purpose and mission of the Church; 2) develop strategic plans to ensure the continuity and growth of the Church's purpose and mission; 3) ensure the activities of the Church are consistent with the Statement of Basic Beliefs in the Constitution and the purpose and mission of the Church; and 4) ensure accountability of the performance of the Church staff and volunteers consistent with the purpose and mission of the Church. These responsibilities include, but are not limited to, articulating the Church's core mission and developing a strategy and plan to achieve it, ensuring the Church stays spiritually focused on its core mission and in compliance with the laws governing the Church's activities, and ensuring the Church maintains responsible stewardship of Church resources including financial accountability and solvency to support its purpose and mission. The responsibilities shall also include meeting the spiritual needs of the members to include shepherding, teaching, praying, discipling, guiding, and nurturing. All members of the Board of Directors shall meet the qualifications for the office of elder defined in the Scriptures and the Church's statement of basic beliefs in the Constitution.

Any director candidate not previously ordained by the Church shall be ordained prior to becoming a serving director. To be elected as a serving director, the candidate must have been an active member of the Church for the previous twelve (12) months and meet the qualifications for the office of Elder defined in the Scriptures and these Bylaws. An ordained minister not serving the Church as a minister is eligible to serve as a director and shall satisfy the requirements of these Bylaws.

7.2 Board of Directors. The Board of Directors shall consist of the Senior Pastor and a minimum of three (3) additional Directors as may from time to time be nominated and elected in accordance with these Bylaws. The Senior Pastor shall be a full voting member of the Board of Directors.

7.3 Term of Directors. Each director, other than the Senior Pastor, shall serve a term of five (5) years on a rotation basis, or until his or her successor is elected, appointed, or designated herein.

7.4 Election of Directors. The Board of Directors shall develop a nomination process to recommend directors to serve on the board for the consideration of the active members. The directors shall be responsible for determining that all director candidates are willing to serve and are qualified based on the Scriptures and these Bylaws before the candidates are presented to the Church for selection and their assignment to the Board of Directors is announced. The active members shall elect three (3) or more directors who shall serve on the Board of Directors along

with the Senior Pastor. A director who has served a five (5) year term shall be eligible for re-election after the expiration of one (1) year following the termination of his five (5) year term. Each year, the active members shall hold an election to fill vacancies of directors whose terms have expired and to add to the directors such numbers as the size of the Church warrants. In the case of death, removal, or incapacity to serve, the members may elect a director to fill the unexpired term. The Board is responsible for electing its own officers.

7.5 Execution of Documents. Upon a specific vote of the active Church members authorizing each action, any two (2) or more directors may sign any deeds, mortgages, bonds, or other instruments and any contracts or documents made, executed, and delivered in the ordinary course of business or which the active Church members have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the active Church members or these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed. The chairperson of the appropriate ministry team has the authority to sign day-to-day contracts under their purview and within their budget authority approved by the Church.

7.6 Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of Tennessee but shall be held at the Church's registered office in Lenoir City, Loudon County, Tennessee if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar remote communication technology, as long as all Directors participating in the meeting can communicate concurrently with each other participant. All Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

(a) **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

(b) **Special Meetings.** A special meeting of the Board of Directors may be called by the Senior Pastor or any three (3) Directors.

(c) **Notice of Special Meetings.**

- 1) **Manner of Notification.** Notice of the date, time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director; (d) by telecopier to the Director's office or home; or (e) by electronic correspondence (e.g., "e-mail" or text messages).
- 2) **Time Requirements.** Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given

by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Director or given at least twenty-four (24) hours before the time set for the meeting.

- 3) Notice Contents. The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.
- 4) Waiver. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.7 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Church.

7.8 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

7.9 Proxies. Voting by proxy is prohibited.

7.10 Duties of Directors. Directors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

7.11 Delegation of Duties. The Board of Directors is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and

to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no personal liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

7.12 Interested Parties. Pursuant to the Act and the provisions of Article 15 below, a contract or transaction between the Church and a Director of the Church is not automatically void or voidable simply because the Director has a financial interest in the contract or transaction.

7.13 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

7.14 No Compensation. Directors, including the Senior Pastor, shall not receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Church in any other capacity and receive reasonable compensation for those services.

7.15 Removal of Directors other than the Senior Pastor. The active membership may vote to remove a Director, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. A Director may be removed by the affirmative vote of a majority of the active members present at a duly called meeting. For provisions regarding removal of the Senior Pastor, see Article 8.7.

7.16 Resignation of Directors. Any Director may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 8 OFFICERS

8.1 Officers. All officers shall be members of the Church. The Church shall have a President, a Secretary, a Treasurer, and such other officers as elected by the majority vote of the active members. The Senior Pastor shall be the President of the Church and shall exercise all of the duties and responsibilities of the President. The Church Clerk shall be the Secretary of the Church and shall exercise all of the duties and responsibilities of the Secretary. The Senior Pastor and the Church Clerk cannot be the same person.

8.2 Election and Term of Office of Senior Pastor. A Senior Pastor shall be chosen and elected by the active members whenever a vacancy in the position occurs. The election shall take place at a special meeting of the active members. After having heard the candidate pastor speak and been given the opportunity to meet the candidate in an informal gathering, a two-thirds (2/3) vote of the active members present is required to elect a Senior Pastor. The Senior Pastor shall hold office until his death, resignation, or removal from office as set forth in Section 8.7 herein.

8.3 Pastor Search Committee. When a vacancy arises in the position of Senior Pastor, the Board of Directors shall nominate a pastor search committee. The Board of Directors shall submit the nominees to the active membership for majority approval at a duly called meeting. The search committee members shall be mature Christians who are active members of the Church and familiar with the Church. The search committee shall be composed of five (5) to seven (7) active members who reflect the diversity in membership and programs of the Church. Employees of the Church and more than one (1) member of the same family shall not serve on the search committee. The search committee shall select its own officers and provide regular reports of their efforts to the members of the Church and shall provide to such active members the candidate's credentials and its reasons for recommending the candidate as Senior Pastor at the time recommendation is made to the active members.

8.4 Senior Pastor-President. The Senior Pastor will lead the members, the organizations, and the staff of the Church to fulfill the ministries and programs of the Church. The Senior Pastor shall supervise and control all the business and day-to-day affairs of the Church. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, and all Church Advisory Teams, to accomplish the purposes of the Church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

8.5 Secretary. Upon recommendation of the Board of Directors, the active members shall elect a Secretary. The Secretary shall hold office until his/her death, resignation, or removal from office. The Secretary shall: keep and preserve the minutes of meetings of the members; shall see that all notices of meetings are duly given according to these Bylaws and Tennessee law; shall be custodian of the corporate records and of the seal of the Church, if any, and shall see that the seal of the Church is affixed to documents duly executed on behalf of the Church; shall keep a register of the mailing address of each member and director as furnished by the member or director, along with dates of admission, termination of membership for any reason set forth in Section 6.4 herein, and a record of baptisms of members; shall be responsible for preparing the annual letter of the Church to the appropriate Southern Baptist organization; and shall in general perform all duties incident to the office of Secretary, and other duties that may from time to time be prescribed by the Senior Pastor, Board of Directors, or the Church. The Secretary may delegate some of the clerical responsibilities to an administrative employee of the Church.

8.6 Treasurer. Upon recommendation of the Board of Directors, the active members shall elect a Treasurer. The Treasurer shall hold office until his/her death, resignation, or

removal from office. The Treasurer shall: receive, preserve, and pay expenses that have been approved and budgeted by the Church and purchases made by authorized personnel for purposes related to the Church; keep at all times an itemized account of all receipts and disbursements; render to the members monthly an itemized report of the receipts and disbursements of the preceding month; keep and preserve the annual financial report, a copy of which shall be delivered by the Treasurer to the Secretary, as part of the permanent records of the Church; and shall in general perform all duties incident to the office of Treasurer and such other duties that may from time to time be prescribed by the Senior Pastor, Board of Directors, or the Church. Whenever authorized personnel make purchases related to the Church, it shall be the duty of such person to promptly provide receipts, invoices, and similar documentation to the Treasurer with the purpose of the purchase and the name of the purchaser noted.

8.7 Removal of Senior Pastor-President. Subject to the rights, if any, under an employment agreement with the Church, the Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of all the active membership of the Church present at any special meeting duly noticed pursuant to Section 6.8 of these Bylaws. Such vote shall be made by secret ballot. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: (a) falling into sinful and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible; or (d) neglect of duties.

8.8 Removal of Other Officers. All other officers may be removed, with or without cause, by a majority vote of the active members at a duly called meeting.

8.9 Resignation of Officers. Any officer may resign at any time by giving written notice to the Senior Pastor. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.10 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 9 DEACONS

9.1 Deacons. The Church shall have a Body of Deacons composed of a sufficient number of deacons to effectively serve the members. The active members shall elect deacons by ballot at a special meeting. Each deacon shall serve, on a rotation basis, a term of three (3) years. After the expiration of one (1) year following the termination of a three (3) year term, a deacon shall be eligible for reelection. The active members may add to the deacons such active members as the size of the Church warrants. Any deacon candidate not previously ordained by the Church shall be ordained prior to becoming a serving deacon. In order to be elected as a serving deacon, a person must have been an active member of the Church for the previous twelve (12) months and meet the selection criteria determined by the Scriptures and these Bylaws. An ordained minister not serving the Church as a minister is eligible to serve as a deacon and shall satisfy the requirements in these Bylaws.

9.2 Duties of the Body of Deacons. The duties of the deacons are to be servants of the members, in accordance with the meaning of the work and practice in the New Testament. The Deacons shall have no corporate authority or right to manage the affairs of the Church. The deacons shall serve with the Senior Pastor and staff of the Church in meeting the physical needs of the members such as compassion, mercy, service, and stewardship. The deacons are also responsible for determining that all deacon candidates are willing to serve and are qualified based on the Scriptures and these Bylaws before the candidates are presented to the Church for selection and their assignment to the Body of Deacons is announced.

9.3 Vacancies. Vacancies on the Body of Deacons may be filled by election at any duly called meeting of the active members. Any person elected to fill a vacancy shall serve the remainder of the term to which his predecessor was elected.

9.4 Officers. The Body of Deacons shall elect a chairperson, vice-chairperson, and secretary. Each officer shall begin serving upon elections and shall serve a term of one (1) year.

ARTICLE 10 MINISTRY TEAMS

10.1. Ministry Teams. The Church Council shall be responsible for the creation and disbanding of Ministry Teams. Any person who serves on a ministry team of the Church shall be an active member of the Church and have been an active member for the previous twelve (12) months. All team members, regardless of the type of team, shall be recommended by the Nominating Team and elected by the active members of the Church unless otherwise specified within these Bylaws. Non-team members may assist members of a team, however, the non-member will not have voting rights.

All teams shall work in conjunction with the Church staff and coordinate their activities with other affected teams and organizations within the Church, as needed. The Teams are expected to exercise good stewardship practices and standards of excellence in carrying out their responsibilities with the resources the Lord has provided the Church.

10.2 Permanent Ministry Teams. The Church shall have the following permanent ministry teams:

- a) Buildings and Grounds
- b) Education
- c) Finance
- d) Missions
- e) Nominating
- f) Personnel
- g) Safety and Security

No person shall be elected to serve on more than two (2) permanent ministry teams at the same time. After serving a term of three (3) years, a permanent team member shall be eligible

for reelection after the expiration of one (1) year following the termination of the team member's three (3) year term. To assure continuity on each permanent ministry team, at least one new team member shall be elected each year. Each permanent team shall have a minimum of three members, shall meet as often as the team deems necessary to carry out its responsibilities by the currently available means (e.g., in-person meetings, video calls, emails, text messages, telephone conference calls, etc.), and shall elect its own officers. The responsibilities of the permanent ministry teams are as follows:

(a) Buildings and Grounds Team. The Buildings and Grounds Team shall assist the Church in maintaining, improving, and the overall management of the Church's building and grounds physical assets. The Team ensures that all facilities are safe, functional, and align with the Church's mission and operational needs. Key responsibilities include overseeing routine maintenance, repairs, and necessary upgrades; developing and implementing preventative maintenance schedules; ensuring adherence to all safety regulations and building codes; conducting periodic inspections to identify potential hazards; evaluating and approving contracts with service providers, contractors, and vendors; monitoring work quality and ensuring timely project completion; assessing future facility needs and proposing strategic improvements; developing sustainability initiatives and eco-friendly practices where applicable; providing regular reports to the Church regarding ongoing projects and concerns; recommending and overseeing budget allocations for buildings and grounds improvements and activities; and working with the Finance Team to ensure cost-effective solutions.

(b) Education Team. The Education Team is responsible for developing and assessing educational ministry goals and programs; reviewing curriculum for consistency with the Church's beliefs; assessing and implementing needed training; managing classroom resources; vetting and enlisting teachers (current, prospective and substitute); maintaining required records and reports; and overseeing the annual budget for educational initiatives. The Team plays a key role in ensuring educational materials and programs are theologically consistent with Church beliefs and will help equip Church members for the work of ministry.

(c) Finance Team. The Finance Team shall be composed of the Treasurer, the Assistant Treasurer, and persons elected from the active membership. The Finance Team assists the Church in overseeing its financial health and ensuring financial accountability. Key responsibilities include developing and recommending an annual unified budget for the Church using sound principles of financial management; monitoring receipts and expenses in comparison to the approved budget and making recommendations, as needed, based on this monitoring; advising and making recommendations regarding the administration of the gifts of members; reviewing financial statements, ensuring accuracy, and comparing actual performance against the budget; recommending policies to safeguard assets, prevent fraud, and ensure transparency; overseeing audits and ensuring compliance with financial regulations; working with the Treasurer in the preparation and presentation to the members of required reports regarding the financial affairs of the Church; maintaining a system of accounting that will adequately provide for the handling of all funds of the Church; and setting financial goals, maintaining reserves, and planning for future financial sustainability.

(d) Missions Team. The Missions Team shall plan, execute, and coordinate the Church's local, domestic, and international missions efforts and missionary support. This includes working with the Senior Pastor to vet and evaluate mission opportunities to ensure alignment with the Church's vision and beliefs, determine an annual missions calendar, communicate missions opportunities to the congregation, recruit participants, manage missions collection goals and finances within an approved budget, and periodically evaluate program effectiveness. The Missions Team shall also provide leadership for planning and executing an annual conference to educate and inspire the congregation about missions.

(e) Nominating Team. The Nominating Team shall coordinate the staffing of all church ministry positions filled by volunteer workers, unless otherwise specified herein. A full slate of volunteer workers, who have accepted the invitation to serve, if elected, shall be presented to the active members of the Church for election prior to the beginning of the fiscal year. Replacement workers shall be recruited and presented promptly as vacancies occur.

(f) Personnel Team. The Personnel Team shall assist the Church in matters relating to employed (compensated) personnel administration, including those called by action of the active members of the Church. Key responsibilities include determining employed staff needs; maintaining current job descriptions and workplace policies; ensuring proper hiring practices, reviewing job applications, and recommending candidates for interviews for non-ministerial positions; establishing fair and equitable employee evaluation systems and assisting the Church in conducting annual reviews; developing pay structures, recommending salary adjustments, and overseeing employee benefits; maintaining and updating personnel policies to ensure compliance with labor laws and the Church's needs; identifying training needs, supporting personnel development, and creating employee assistance programs; ensuring a positive and productive work culture through fair employment practices and conflict resolution; and conducting exit interviews when a staff member leaves. The Senior Pastor is precluded from participating in any Personnel Team decisions related to setting his salary and employment or discussions pertaining to his employment issues.

(g) Safety and Security Team. The Safety and Security Team is responsible for developing and recommending policies and procedures to help ensure the safety and well-being of Church members, guests, and staff, and providing safe and secure facilities. This involves proactively assessing potential incidents such as fires, severe weather, medical crises, security threats, and protection of vulnerable individuals. To mitigate these risks effectively, the Team will develop a comprehensive plan to be approved by the Church that will include clearly defined evacuation routes, designated shelter-in-place areas, lockdown protocols, resource allocation, and detailed internal and external communication procedures. The Team will be responsible for acquiring and maintaining safety and security supplies and equipment (does not include passive and active fire protection systems installed in the facilities in accordance with the applicable fire protection code requirements).

10.3 Special Ministry Teams. The Church Council may recommend and the active members may create by vote special ministry teams from time to time. A special ministry

team is any team created to exist for a limited time or for a purpose that will result in the completion of its purpose and the disbanding of the team.

10.4 Authority of Teams. No team shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a director or officer of the Church; (i) approve any transaction to which the Church is a party and which involves a potential conflict of interest as defined in Section 15, below; (j) take any action outside the scope of authority delegated to it by the Church member and these Bylaws or in contravention of the Act.

The Senior Pastor shall serve as an ex officio member of all ministry teams and may designate someone to attend on his behalf if he is unavailable for any reason.

10.5 Quorum. One half the number of active members of a ministry team shall constitute a quorum for the transaction of business at any meeting. The active members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough active members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of active members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

10.6 Actions. The goal for all ministry team actions is that decisions are made by reaching consensus and unity. However, the vote of a majority of team members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the team unless the act of a greater number is required by law or these Bylaws. A team member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the team. All decisions supporting actions of the team shall be documented.

ARTICLE 11 CHURCH COUNCIL

11.1 Church Council. The Church Council shall be responsible for overseeing all regular and special ministry teams, recommending the creation and, in the case of special teams, the disbanding of the teams. Its responsibilities shall include determining the number of members on each and the purpose and responsibilities of all regular and special ministry teams. Regular active members of the Church Council shall be staff ministers, the Chairperson of the Board of Directors, the Chairperson of the Body of Deacons, and all ministry team leaders unless specifically exempted by the Senior Pastor. All members of the Church Council must be active members of the Church. The Church Council shall meet at least quarterly. The Senior Pastor shall serve as the chairperson of the council and the council shall elect other officers, as needed. Minutes

of the proceedings of the Council's meetings shall be issued and maintained in the Church's records.

11.2 Duties of the Church Council. The Church Council shall: assist the Senior Pastor in planning, coordinating, conducting, and evaluating the ministries and programs of the Church and its organizations; recommend to the active members of the Church suggested objectives and church goals; review and coordinate ministry and program plans recommended by church officers, organizations, and ministry teams; recommend to the Church the use of leadership, calendar time, and other resources according to program priorities; and evaluate achievements in terms of church objectives and goals. Recommendations of the Church Council shall be approved by the Church members.

ARTICLE 12 CHURCH ORDINANCES

12.1 Baptism. This church shall baptize any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly at any worship service, and who indicates a commitment to follow Christ as Lord.

- (a) Baptism shall be by immersion in water.
- (b) The Senior Pastor or any believer under the authority of the Senior Pastor, shall administer baptism.
- (c) Baptism shall be administered as an act of worship during any worship service of the church.
- (d) New believers should be encouraged to follow the New Testament examples and be baptized soon after following Christ.

12.2 The Lord's Supper. The members shall observe the Lord's Supper at least quarterly. The Lord's Supper shall be served to all believers. The Senior Pastor, or ordained staff member, and deacons shall administer the Lord's Supper. The deacons shall be responsible for the physical preparation of the Lord's Supper.

ARTICLE 13 CONTRACTS, LOANS, CHECKS, AND DEPOSITS

13.1 Contracts and Legal Instruments. The active members of the Church may authorize by a majority vote any officer to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Church; and such authority may be general or confined to specific instances. The Finance Team shall develop policies and procedures to be approved by the Church to establish and maintain fiscal control and financial accountability.

13.2 Loans. No loan shall be contracted on behalf of the Church and no evidences of indebtedness shall be issued in its name unless authority is specifically given by a

resolution approved by the active members. Such authority may be general or confined to specific instances.

13.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed or appropriately authorized by such officer or agents, of the Church and in such manner as shall from time to time be determined by resolution of the active members.

13.4 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Directors selects.

13.5 Gifts. The Church may accept any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The members may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

13.6 Ownership and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan proposed by the Board of Directors and approved by the two-thirds (2/3) vote of the active members present at a duly called meeting; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

ARTICLE 14

WHISTLEBLOWER POLICY

14.1 Purpose. The Church requires all of its Directors, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if a Director, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Directors, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Board of Directors of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

14.2 Procedure.

(a) Reporting Responsibility. It is the responsibility of all of the Church's Directors, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If a Director, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Director, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) Reporting Violations. In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Body of Deacons or Board of Directors. The director or deacon is required to report suspected violations directly to the entire Board of Directors.

(d) Accounting and Auditing Matters. The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Directors shall work until the matter is resolved.

(e) Evidence. Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) Investigation of Complaint. After receipt of the complaint, the director or deacon to whom the complaint was made shall provide the complaint to the entire Board of Directors. The Board of Directors shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Directors shall receive a report on each complaint and a follow-up report on action taken.

(g) Handling of Reported Violations. The director or deacon to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that he or she has been retaliated against in violation of this Policy shall follow the same procedures as he or she did when he or she filed the original complaint.

14.3 Safeguards.

(a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a

violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policy.

(d) Malicious Allegations. The Board of Directors recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and morale of the church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 15

CONFLICT OF INTEREST POLICY

15.1 Purpose. The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

15.2 Definitions.

(a) Interested Person. Any director, principal officer, or member of a ministry team with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
- 2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

(c) Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

15.3 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Directors.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- 1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairman of the Board of Directors may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3) After exercising due diligence, the Board of Directors shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

- 1) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

15.4 Records of Proceedings. The minutes of the Board of Directors shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

15.5 Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any ministry team whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any ministry team whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any team regarding compensation.

**ARTICLE 16
INDEMNIFICATION**

16.1 The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) **Mandatory Indemnification.** To the maximum extent permitted by the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a director (either elected or ex-officio) or officer of the Church, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include

counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- 1) The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Church; and
- 2) The director or officer conducted themselves in good faith, and they reasonably believed (a) in the case of conduct in their official capacity with the Church, that their conduct was in its best interest; (b) in all other cases, that their conduct was at least not opposed to the best interests of the Church; and (c) in the case of any criminal proceeding, that they had no reasonable cause to believe their conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

(b) **Permissive Indemnification.** The Church may, to the maximum extent permitted by the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 16, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in Article 16. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Board of Directors.

ARTICLE 17

BOOKS AND RECORDS

17.1 Required Books and Records. The Church shall keep correct and complete books and records of account. All digital and electronic records of the Church are property of the Church and shall be kept in the principal office of the Church.

17.2 Fiscal Year. The fiscal year of the Church shall begin on September 1 and end on August 31 of the following year.

17.3 Audited Financial Statements. The Church may have the annual financial statement of the Church audited by a certified public accounting firm selected by the Board of Directors.

17.4 Budget. After receiving the funding recommendations from the various church organizations and salary recommendations for employees of the Church from the Personnel Team, the Finance Team shall then prepare and submit to the active members of the Church an annual church budget for approval, indicating by items the amount budgeted. It is understood that membership in this Church includes a biblical financial obligation to support the Church and its causes with regular tithes and offerings.

17.5 Accounting Procedures. All funds received for any and all purposes shall be properly recorded in the financial records of the Church. The only exception to the foregoing procedure shall be small funds maintained by classes and organizations. Those persons who have responsibility that involves actual handling of funds shall be insured or bonded as the Board of Directors deems appropriate, with the Church paying the bond or insurance fees.

ARTICLE 18 MISCELLANEOUS PROVISIONS

18.1 The Holy Bible. The Holy Bible referred to in these Bylaws is the Old and New Testament of the Christian Faith and any translation which may be adopted or used by the Church.

18.2 Amendments to Bylaws. These Bylaws may be amended or repealed, and new bylaws or a new constitution may be adopted by the active members. An amendment or repeal of the bylaws shall be approved by two-thirds (2/3) of the votes cast at a duly called meeting of the active members. Notice of any proposed bylaw amendment must be given ten (10) days before the proposed amendment is made available in writing to the members. The notice may be either orally during a Sunday worship service, in a worship bulletin, or in the church newsletter. The notice should include a copy or summary of the amendment or state the general nature of the amendment. The proposed amendment must be made available in writing to each active member a minimum of four (4) weeks preceding the meeting at which the proposed amendment shall be voted upon.

18.3 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Tennessee. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

18.4 Seal. The Board of Directors may provide for a corporate seal.

18.5 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

18.6 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, Directors, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

18.7 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes, arising out of or relating to these Bylaws or any other church matter, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 19 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Directors for whom such notice is practicable. The form of such notice may include notice by any communication system available to all members of the Board of Directors. One or more officers of the Church present at a meeting of the Board of Directors may be deemed Directors for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Director, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Church during an emergency including; (i) procedures for calling a meeting of the Board of Directors;

(ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

DRAFT

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting secretary of Dixie Lee Baptist Church and that the foregoing Amended Bylaws constitute the Bylaws of the Church. These Amended Bylaws were duly adopted by two-thirds (2/3) of the active members in attendance at meeting dated September 16, 2018.

Signature: _____

Printed Name: Sandra Brown

Job Title: Secretary

Date: _____