

**FIRST AMENDED AND RESTATED  
CONSTITUTION AND BY-LAWS  
OF  
JERSEY BAPTIST CHURCH**

**ARTICLE I - NAME**

As set forth in the Articles of Incorporation filed with the Secretary of State of Ohio, the name of the corporation is “Jersey Baptist Church.” This First Amended and Restated Constitution and By-Laws constitutes the “code of regulations” of Jersey Baptist Church within the meaning of Chapter 1702, Ohio Revised Code, and as amended from time to time hereafter is referred to herein as this “Constitution.” The Articles of Incorporation of Jersey Baptist Church on file with the Secretary of State of Ohio as amended from time to time hereafter are referred to herein as the “Articles of Incorporation.” The “Church Council” referred to herein constitutes the “board of directors” of Jersey Baptist Church within the meaning of Chapter 1702, Ohio Revised Code, and the individual members of the Church Council are sometimes referred to herein as the “Council Members.” In this Constitution, Jersey Baptist Church is referred to as the “Church” or the “Corporation.” Any other capitalized terms used in this Constitution that are not defined in the section(s) where they first appear shall have the meanings ascribed to them elsewhere in this Constitution.

**ARTICLE II - PURPOSE**

As a body of believers, we are seeking to be obedient to the Great Commission (Matthew 28:19-20). Our faith is anchored in Jesus Christ and our understanding of God is derived from the Bible with our doctrinal beliefs clarified in The Baptist Faith and Message as adopted by the Southern Baptist Convention on June 14, 2000 (“The Baptist Faith and Message”).

The Church shall be affiliated with the Southern Baptist Convention, the State Convention of Baptists in Ohio, and the Metro Columbus Baptist Association (collectively, the “Affiliations”).

**ARTICLE III - MEMBERSHIP**

A. Categories of Membership

The Church shall have two (2) categories of members. The categories of members shall be designated as (1) the General Members, and (2) the Council Members, with Council Members being both General Members and members of the Church Council. Unless otherwise specifically set forth in this Constitution or the context otherwise requires, all references to “members” in the Articles of Incorporation and this Constitution refer to the General Members. The rights and responsibilities of the General Members are generally set forth in this Article III, and the rights and responsibilities of the Council Members are generally set forth in Article V.

## B. Eligibility for Membership

In order to be eligible for either category of membership, the following qualifications must be met:

1. The person must have a genuine experience of regeneration through faith in Jesus Christ.
2. The person must have a post-conversion baptism by immersion as a testimony of salvation.
3. The person must complete the new member process culminating in a signed statement of commitment, in which the person shall have agreed to submit to and be governed by (a) the Articles of Incorporation, (b) this Constitution, and (c) any Policies relating to the governance of the Church and its members as may be adopted by the Church Council as amended and in effect from time to time (the "Policies"). Both the membership process and the signed statement of commitment must be approved by the Church Council. No person who is an active member of the Church in good standing on the date of the initial adoption of this Constitution shall be required to submit an application for membership.

## C. Membership Roll

Those persons who are compensated by the Church to supervise or oversee the Church's ministry activities (the "Ministry Staff"), under the direction of the Senior Pastor, will approve the signed statements of commitment completed by prospective General Members, thus formalizing the membership process. The list of General Members shall be reviewed periodically by or under the direction of the Ministry Staff to ensure that all General Members listed remain active members of the Church in good standing according to the provisions of this Constitution and consistent with additional membership requirements or standards as may be set forth in the Policies, which also may set forth the criteria of what constitutes inactive General Membership and what constitutes membership in "good standing."

## D. Discipline of Members and Others

Consistent with biblical principles (Matthew 18:15-16), the members (and other persons who attend the Church's services and meetings) shall be subject to biblical discipline in order to protect the Church's integrity as the body of Christ (I Corinthians 12:27 and 5:6), with the ultimate goal of the restoration of those overtaken by sin (Galatians 6:1). The Policies may set forth specific grounds and procedures for imposing biblical discipline. Except for removal from membership (see subparagraph E below), the responsibility for administering Church discipline is vested in the Senior Pastor, the Ministry Staff and the Deacons. Forms of discipline imposed may include but are not limited to: barring persons from attendance at worship gatherings, small group meetings or other ministry events sponsored by the Church; barring persons from participating in communion

services sponsored by the Church (i.e., the Lord's Supper); barring persons from participating in other ministry events sponsored by the Church; or any other discipline deemed appropriate in the circumstances.

## E. Cessation of Membership

### 1. Removal from Membership

- a. In cases where the Senior Pastor, the Ministry Staff and the Deacons deem lesser forms of biblical discipline unsuccessful, the Church Council may remove a person as a General Member in a manner consistent with Matthew 18:17 and I Corinthians 5:1-5. The Policies may set forth the grounds and procedures for the Church Council to remove a person as a General Member of the Church.
- b. The removal of a person from membership and the grounds for removal may, in the discretion of the Senior Pastor or the Council Chair, be announced to the entire Church or any smaller group within the Church (see Matthew 18:17) and at the discretion of the Senior Pastor or the Council Chair the remaining members may be instructed to cease fellowship with the removed person until reinstated in accordance with biblical standards and (to the extent set forth therein) the Policies.

### 2. Forfeiture of Membership

General Members who habitually fail to meet the agreed upon Statement of Commitment, without good cause, and who, after attempts to help them reengage their commitment continue to fail, shall forfeit their membership. The Policies may set forth processes by which any forfeiture of membership is implemented and the appeal rights, if any, of members who desire to appeal a declaration of forfeiture. Nothing in this section or in the Policies shall limit the Church Council from waiving any forfeiture of membership for good cause as determined in its sole discretion.

### 3. Resignation of Membership

- a. Any member may resign at any time by giving notice to the Senior Pastor or his designee; or by letter from another New Testament church.
- b. Notwithstanding the immediately preceding subsection, no member may submit a resignation of membership in an attempt to circumvent the disciplinary process. The person's membership, by virtue of failing to comply with the suggested discipline, will be terminated and will be shown to have separated from the church "not in good standing".
- c. By signing the Statement of Commitment for membership and/or maintaining membership, each member consents to the exclusive jurisdiction of the Senior

Pastor, the Ministry Staff, the Deacons and (solely in cases of removal proceedings) the Church Council to resolve any matter involving Church discipline or removal, and such consent shall include but not be limited to a consent to the announcement of such discipline or removal (including a summary of reasons therefore), if deemed appropriate by the Senior Pastor, the Ministry Staff, the Deacons or (in the case of removal) the Council Chair or the Church Council; and any such announcement may be directed to the General Members or any subgroup thereof (including without limitation any ministry leaders, small groups or ministries sponsored by the Church).

#### 4. At Death

At death a person shall be removed from membership.

Regardless of the reason for cessation of membership, the member, by signing the Statement of Commitment for membership and/or maintaining membership in the Church, agrees not to resign from Church membership in an attempt to remove himself or herself from the jurisdiction of the Church in any matter involving Church mediation, see Article (III), Section (H).

Each General Member's execution of the Statement of Commitment for membership and/or maintenance of membership shall constitute an irrevocable agreement to the foregoing provisions.

#### F. Voting Rights of General Members

For all purposes, the General Members shall be the voting members of the Church under the Articles of Incorporation, this Constitution and applicable Ohio law; provided, however, that no General Member shall have voting rights unless such person is at least eighteen (18) years of age and of a sound mind. The General Members shall have the right to vote on each of the following:

- (i) election of members to the Church Council,
- (ii) calling of a new Senior Pastor;
- (iii) removal of the Senior Pastor;
- (iv) approval of the annual operating budget and any capital budget of the Church;
- (v) authorizing the incurrence of debt by the Church in excess of one-twelfth (1/12) of the aggregate amount of the Church's most recent annual operating budget during one fiscal year;
- (vi) change in our affiliations,
- (vii) amendment to the Articles of Incorporation, and
- (viii) amendment to this Constitution.

On all such matters, the affirmative vote of two-thirds (2/3) of the General Members present and voting at a meeting at which a quorum is present shall constitute the action of the General Members. As to all matters not specifically listed in this section (F), the Church Council shall have exclusive power and authority to vote thereupon and take action on behalf of the Church, and the General Members shall have no right to vote

thereon. Without limiting the generality of the foregoing, General Members shall have no right to vote on the Policies or additions to, amendments of or deletions from the Policies, all of which are within the sole and exclusive jurisdiction of the Church Council. Notwithstanding the foregoing limitations on voting rights of General Members in this section (F), the Church Council may, in its sole discretion, at any time seek a non-binding “sense of the congregation” vote of the General Members on any matter at any meeting of the General Members.

## G. Meetings of General Members

### 1. Annual Meeting

- a. An annual meeting of the General Members shall be held during the first quarter of each fiscal year to receive reports on the business and ministries of the Church, to make inquiries of the officers, the Senior Pastor, the other Ministry Staff and the Deacons regarding the affairs of the Church, both business and spiritual, and to seek God as to the progress of and the direction for the Church.
- b. The annual meeting shall be called by the Senior Pastor, by the Council Chair, or by majority vote of the Church Council.
- c. Except as otherwise required by this Constitution or the Policies; meetings of the General Members shall be conducted substantially in accordance with the terms and provisions of the most current version of Robert’s Rules of Order.

### 2. Special Meetings

Special meetings of the General Members may be called by the Senior Pastor, by the Council Chair or by majority vote of the Church Council.

### 3. Notice of General Members Meetings

Written notice stating the place, date and hour of a meeting of the General Members and, in the case of a special meeting the purpose or purposes for which the meeting is called, shall be given not less than seven (7) nor more than sixty (60) days before the date of the meeting, by notice given orally or in writing at the Church’s primary worship service(s). The Church shall not be obligated to give written notice of a meeting of the General Members to the General Members individually, and no General Member shall be entitled to receive personal written notice thereof.

### 4. Time and Place of Meeting

The date and time of any meeting of General Members shall be announced in the notice given at the Church's primary worship service(s) pursuant to subsection (3) above. The place of any General Members' meeting shall be the principal office of the Church in Pataskala, Ohio unless otherwise designated in the notice given.

#### 5. Quorum and Voting

The attendance in person of a majority of the then-incumbent Council Members shall constitute a quorum at any meeting of the General Members. No General Member may give his or her proxy to another person authorizing such person to exercise the voting rights of such General Member at any meeting. With respect to any matter properly brought before the General Members for a vote at a meeting at which a quorum is present, the affirmative vote of two-thirds (2/3) of the General Members present and voting at such meeting shall constitute the action of the General Members. The Council Chair shall act as the Chair of each meeting of General Members or, in the event of the unavailability of the Council Chair, another member of the Church Council as determined by the Church Council or, if the Church Council has made no such appointment, by the Senior Pastor (except to the extent a matter described in Article VI, Section (H) (3) shall be considered at such meeting, in which case any other Council Member may serve as Chair). In the discretion of the Chair, any vote by the General Members on any matter may be taken by written ballot or by a show of hands, provided, however, that any vote on the removal of the Senior Pastor in Article VI, Section (H) (3), shall be taken solely by written ballot and the Chair of the meeting shall appoint one or more inspectors of election to tally such votes and report the results to the congregation at such meeting.

#### H. Resolution of Claims and Disputes Involving Members and the Church

All claims, disputes and controversies of every kind and nature between any person who is or was a member of the Church and the Church or its representatives (including without limitation any dispute between a member or former member and any person acting for or on behalf of the Church or in any capacity as a representative of the Church or its ministries) shall be settled solely by biblically-based mediation implementing the provisions of I Corinthians 6 and, if necessary, by legally binding arbitration, in each case conducted in accordance with a neutral, third party conciliation process defined in the Policies by the Church Council. By submitting an application for membership and/or maintaining membership, each member understands, agrees, consents and acknowledges that such methods are and shall be, notwithstanding any later resignation or termination of Church membership, the sole remedies for resolving any and all claims, disputes and controversies between the Church or its representatives on the one hand, and a member or former member on the other hand, of every kind and nature, including without limitation any claim, dispute or controversy arising out of or associated with Church discipline imposed pursuant to this Constitution and/or the Policies. By submitting an application for Church membership and/or maintaining membership in the Church, each member expressly waives all present and future rights to file lawsuits in any civil court against the

Church or any person acting as a representative of the Church with respect to any claim, dispute or controversy of any kind or nature. As used in this section, the term “member” expressly includes any Council Member and any General Member. Notwithstanding the foregoing, judgment on any arbitration decision rendered in conformity with this section may be entered by any party in any civil court otherwise having jurisdiction over the parties and the enforcement of such arbitration decision in a civil court by the Church or a member or former member of the Church shall not be deemed a violation of this section.

I. Additional Member Requirements and Obligations

The Policies may provide additional requirements and procedures for applying for and for maintaining membership and specific expectations of members, including additional matters related to discipline and removal of members, in each case to the extent not inconsistent with the provisions of this Constitution.

**ARTICLE IV - GOVERNMENT**

A. Headship of Christ

The government of the Church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in authority shall continually seek His mind and will, through His Spirit and the Word of God in all actions and decisions.

B. Structure

To the extent not inconsistent with this Constitution, the structure of the government of the Church shall remain flexible and be evaluated and reevaluated periodically to make sure the governance structure allows the ministry of the Church to be done efficiently and effectively. As provided in Article V, the Church Council shall be the primary governing body of the Church with respect to business matters and affairs and, to the extent not inconsistent with this Constitution, shall have the express power and authority to use the Policies as a governance tool to the extent deemed appropriate by the Church Council. The Senior Pastor, acting with the advice and counsel of the Ministry Staff, shall be the spiritual overseer of the Church and, to the extent not inconsistent with this Constitution, shall have the express power and authority to preach, teach and interpret Scripture in a manner not inconsistent with The Baptist Faith and Message, to exercise spiritual authority and administer spiritual discipline in the Church (subject only to Article III, Section E).

**ARTICLE V - CHURCH COUNCIL**

A. Generally

1. The Church Council serves as the board of directors of the Church for purposes of Ohio law, and in accordance with applicable Ohio law shall oversee the business of the Church under the leadership of its Council Chair. The Council Chair

selected by the Church Council pursuant to Article VII, Section (A)(1) shall have such specific duties and limitations on authority as may be set forth in the Policies, in addition to those set forth in this Constitution. In addition to the statutory obligations granted the Church Council as the board of directors of the Church under Ohio law, the Church Council may govern itself and the Church in accordance with and pursuant to the Policies and shall exist in order to:

- a. Pray for the church;
  - b. Appoint associate pastors and other positions as determined by the Church Council provided, however, that no Ministry Staff shall be appointed by the Church Council without the affirmative vote of the Senior Pastor;
  - c. Adopt Policies related to ordination and/or licensing for ministry.
  - d. In cooperation with the Senior Pastor, determine and articulate in the Policies God's intermediate and long-range goals for the Church (which may be referred to in the Policies as "ends");
  - e. Authorize or ratify budgets and spending decisions of the Church in accordance with any standards or procedures set forth in the Policies, subject to the authority of the General Members under Article III;
  - f. By and through its Compensation Committee, determine the compensation and benefits of the Senior Pastor;
  - g. Vote upon the removal of persons from Church membership as set forth in this Constitution and (to the extent applicable) in the Policies, and announce such removal to the Church or any part thereof (in its sole discretion) in accordance with Matthew 18:15-18 to aid in the ultimate restoration of the person or person removed and/or the admonishment of the Church;
  - h. Participate in the nomination and removal of the Senior Pastor, and appoint and remove the Ministry Staff, all as provided in this Constitution and in the Policies;
  - i. Appoint standing and special committees of the Church Council from time to time, including those standing committees required by this Constitution; and
  - j. Conduct periodic reviews of the Senior Pastor's performance in accordance with the Policies.
2. Subject to limits imposed by the Articles of Incorporation, other sections of this Constitution and applicable Ohio law, and in addition to the specific matters in subsection (1) above, all corporate power and authority of the Church shall be exercised by or under the authority of Church Council, and the business and

affairs of the Church shall be governed and controlled by the Church Council. In its legal capacity as the board of directors of the Church, the Church Council shall without limitation have the power and authority to:

- a. Conduct, manage, oversee and control the business affairs of the Church,
- b. Adopt and amend from time to time in its sole discretion by its majority vote Policies to provide for the governance of the Church by setting forth (i) the Church's ends with reasonable particularity, (ii) executive limits on Church officers, the Senior Pastor, the Ministry Staff and the Deacons, (iii) the order of relationships between the Church Council and the Church's staff, members and employees, and (iv) the Church Council's internal governance, all to the extent not inconsistent with Ohio law, the Articles of Incorporation and this Constitution, with the Policies to constitute a governance tool to be utilized by the Church Council;
- c. Recommend amendments to the Articles of Incorporation and this Constitution by two-thirds (2/3) vote of the total number of the Council Members (in each case including the affirmative vote of the Senior Pastor) at a meeting of the Church Council called for such purpose, in each case prior to submitting each such amendment to the General Members for approval pursuant to Article III; and
- d. Borrow money, incur indebtedness for the purposes of the Church and, for those purposes, cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidences of debt and securities, but in each case subject to the approval of the General Members to the extent required under Article III.

**B. Election or Appointment to the Church Council**

The members of the Church Council (collectively the "Council Members," and each individually, a "Council Member") shall be (i) General Members in good standing recommended by the Senior Pastor, who shall submit names of proposed nominees to the Church Council for consideration, (ii) nominated by the affirmative vote of two-thirds (2/3) vote of the incumbent Church Council, and (iii) subject to the right of the Church Council to fill vacancies pursuant to Section I below, elected by the affirmative vote of two-thirds (2/3) of the General Members present and voting at a meeting of General Members; provided, however, that immediately after the adoption of this Constitution, the initial Church Council shall be recommended and nominated by the Senior Pastor and elected by the affirmative vote of two-thirds (2/3) of the General Members present and voting at a meeting called subsequent to the adoption of this Constitution. Before election to the Church Council, a prospective Council Member shall have met the Biblical criteria set forth in 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 as interpreted by the Senior Pastor. Except for the Senior Pastor, no Ministry Staff or employee of the Church shall serve as a Council Member. If the General Members do not affirm a nominee(s) for Church Council, then the Senior Pastor shall recommend another

nominee(s) to the Church Council and the process as outlined above will be followed until the Church Council position is approved by the General Members.

C. Number of Members of the Church Council; Independent Council Members

The Church Council shall consist of at least seven (7) members (including Senior Pastor) or such greater number as may be determined from time to time in the Policies adopted by the then-existing Council Members. No reduction of the number of members of the Church Council shall have the effect of removing any member of the Church Council prior to the expiration of the term of office. The Senior Pastor shall be a voting member of the Church Council for so long as the Senior Pastor shall serve in such position, and the Senior Pastor shall also serve as the President of the Church. At all times, at least three (3) members of the Church Council shall be Independent Council Members (and at all times the Compensation Committee and the Audit Committee shall consist solely of Independent Council Members, as required by Article V, Section J). From time to time the Policies may require a higher number of Independent Council Members on the Church Council. For purposes of this section and as used elsewhere in this Constitution, the term “Independent Council Member” shall mean any person who is a Council Member other than (i) an employee of the Church or any affiliated entity (and has not served in such capacity during the current fiscal year or the prior fiscal year), (ii) a person who is an immediate family member of an officer or employee of the Church or any affiliated entity (and has not served in such capacity during the current fiscal year or the prior fiscal year), or (iii) a person having a direct or indirect business or financial relationship with the Church during the current fiscal year or the prior fiscal year that could interfere with the exercise of independent judgment as a member of the Church Council. Without limiting the foregoing, the following persons shall *not* be considered “Independent Council Members” within the meaning of this definition:

1. a Council Member who serves or served as a member of the Ministry Staff or an employee of the Church or any affiliated entity during the current fiscal year or during the preceding fiscal year (but the term “employee” shall not include unpaid volunteers who receive only expense reimbursements);
2. a Council Member who has accepted, or has an immediate family member who has accepted, payments from the Church or any affiliated entity in excess of the dollar amount stated in the Policies (as the same may be amended from time to time by the Church Council) during the current fiscal year or the prior fiscal year, excluding benefits under tax qualified retirement plans or other similar non-discretionary compensation;
3. a Council Member who has a spouse or immediate family member who is, during the current fiscal year, or who was during the prior fiscal year, an employee of the Church or any affiliated entity (as used herein, the term “immediate family member” shall mean a parent, child, step-parent, step-child, grandchild, grandparent or sibling); and

4. a Council Member who is a partner or member in, or a controlling shareholder or executive officer of, any organization to which the Church or any affiliated entity made, or from which any of them received, payments in excess of 2% of the Church's or such other organization's annual gross revenues in the current or prior fiscal year.

For purposes of this Constitution, "affiliated entity" of the Church means any corporation or other legal entity with a board of directors or similar governing body that consists of a majority of persons who also serve as members of the Church Council.

D. Terms of Office; Term Limits

The term of office for each Council Member (except the Senior Pastor whose term as a Council Member shall continue as long as he retains the position of Senior Pastor) shall be for a period of three (3) years and shall begin on the first day of the calendar month following election by the General Members. The election of Council Members shall be on a staggered basis, with all Council Members being elected to three (3) year terms such that one-third (1/3) of the total number is elected each year by the General Members (with any Council Members in excess of any such one-third (1/3) category allocated to another category, e.g., so if there were six (6) Council Members in addition to the Senior Pastor, two (2) would be elected in year one, two (2) would be elected in year two, and two (2) would be elected in year three); provided, however, that upon adoption of this Constitution the initial Council Members shall be elected one-third (1/3) to a one-year term, one-third (1/3) to a two-year term, and one-third (1/3) to a three-year term (with any Council Members in excess of any such one-third (1/3) category allocated to another category, consistent with the illustration above). In the Policies, the Church Council may impose term limits to limit the number of consecutive terms that a Council Member may be elected to serve on the Church Council.

E. Removal from Office

Any Council Member (other than the Senior Pastor) may be removed prior to completion of a term of office. A Council Member other than the Senior Pastor may be removed at any time with or without cause by a two-third (2/3) vote of the General Members present and voting at a meeting thereof, and may be removed with cause by a two-thirds (2/3) vote of the remaining Council Members. For purposes of this subsection, the term "cause" shall include but not be limited to (i) continued and unexcused absences from attendance at regular meetings of the Church Council, (ii) commission of any act involving moral turpitude or other material breach of biblical principles, and (iii) repeated and uncured failures to work harmoniously with other Council Members, each as determined by the affirmative vote of two-thirds (2/3) of the remaining Council Members.

F. Compensation of Council Members

No Council Member shall be compensated for serving on the Church Council, but Council Members may be reimbursed by the Church for reasonable expenses incurred in the conduct of their office.

G. Frequency of Meetings

The Church Council shall meet at least quarterly and more frequently as called by the Senior Pastor, the Council Chair, or by a majority of the Council Members.

H. Quorum; Filling of Vacancies

A majority of the Council Members then holding office shall constitute a quorum at a meeting of the Church Council for the transaction of business. If for any reason a vacancy or vacancies occurs on the Church Council, the remaining Council Members, though less than a quorum, may, by a vote of a majority of their number, elect a successor Council Member to fill any vacancy on the Church Council, until the next regularly scheduled Council Member election by the congregation, provided that the successor Council Member is recommended by the Senior Pastor. Any Council Member elected to complete the unexpired term of a predecessor Council Member shall serve for the unexpired term of the predecessor Council Member.

I. Meeting of the Church Council

Regular and special meetings of the Church Council may be held at any place and time designated by the Council Chair, the Senior Pastor or any three (3) Council Members. A majority of the Council Members may vote to hold a meeting outside the State of Ohio.

J. Council Committees; Advisory Committees; Compensation Committee and Audit Committee

The Church Council shall have the power to appoint (i) one or more committees of the Church Council (each, a "Council Committee") composed solely of Council Members having such powers and authority as may be delegated by the Church Council and to appoint non-voting members of any such Council Committee (it being understood that the Senior Pastor shall be a voting member of all Council Committees other than the Audit Committee and the Compensation Committee, a non-voting member of the Audit Committee and the Compensation Committee), and (ii) one or more advisory committees (each, an "Advisory Committee") composed of such Council Members (if any) and non-Council Members as may be appointed by the Church Council to advise the Church Council on specific matters (e.g., a Personnel Committee, a Finance Committee, etc.). To the extent not inconsistent with this Constitution, the functioning of a Council Committee or an Advisory Committee may be subject to standards and limitations set forth in the Policies. The Church Council shall appoint the Chair for each Council Committee and/or Advisory Committee. A meeting of any Council Committee or Advisory Committee may be called by its Chair or by a majority of its members. The Church Council shall appoint two standing Council Committees, a Compensation Committee and an Audit Committee, each consisting of at least three (3) members, all of whom shall be Independent Council Members (it being understood that the treasurer shall not serve as a voting member of the audit committee). The Compensation Committee shall be responsible for determining the compensation and benefits of the Senior Pastor and such other compensation determinations as the Church Council may delegate or as the Policies may provide. The Audit Committee shall be responsible to retain and oversee the Church's independent

accountants (if any) in reviewing, compiling or auditing the financial statements of the Church. The Audit Committee and the Compensation Committee may each adopt a charter to govern its functions, which must be approved by the affirmative vote of two-thirds (2/3) of the Church Council.

K. Telephonic Meetings

Any meeting of the Church Council or any committee thereof, standing or otherwise, whether a Council Committee or an Advisory Committee, may be held by conference telephone or similar communication equipment, so long as each member participating therein is able to hear all other members participating at all times. All participating members shall be deemed present in person at such telephonic meeting. Any action taken by conference telephonic meetings shall have the same force and effect as any other action of the Church Council, the Council Committee or the Advisory Committee, and a record of such meeting shall be made a part of the minutes of the Church Council and its committees.

L. Actions Without a Meeting

Any action required or permitted to be taken by the Church Council or any committee thereof may be taken without a meeting, if all Council Members thereof shall consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Church Council or any committee at a meeting thereof. Such written consent or consents shall be filed with the minutes of the proceedings of the Church Council and its committees.

M. Ecclesiastical Matters

To the extent not inconsistent with The Baptist Faith and Message, all ecclesiastical matters relating to the Church, including but not limited to matters of doctrine and Scripture interpretation, spiritual ordinances for the Church, direction of ministry, leading and discernment for initiating and determining ministry activities and any other matters connected to the spiritual leadership or oversight of the Church, including spiritual discipline (other than removal from membership), shall be the ultimate responsibility of the Senior Pastor and shall be under the authority of the Senior Pastor (and not the Church Council), with advice and counsel being received from the Ministry Staff and the Deacons to the extent deemed necessary or appropriate by the Senior Pastor. The sole exceptions with respect to oversight of ecclesiastical matters shall relate to (i) amendments to the doctrinal statements the Articles of Incorporation and this Constitution, and (ii) the revocation of membership, each of which shall be the responsibility of the Church Council in accordance with this Constitution.

N. Resignation; Application of Dispute Resolution Procedures

A Council Member may resign by submitting a written letter of resignation to the Senior Pastor stating the effective date of the resignation. If no effective date is specified, the resignation shall be deemed effective immediately. Each Council Member shall be subject

to the dispute resolutions, resignation and other provisions applicable to all members under this Constitution and the Policies.

## **ARTICLE VI - SENIOR PASTOR**

### A. Qualifications

The Senior Pastor shall exhibit the qualities found in I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3. The Senior Pastor shall also meet any criteria or requirements set forth in the Policies.

### B. Role

1. The Senior Pastor's main responsibility is to spend time with God through prayer, reading the Bible and maintaining daily communion with Him.
2. The Senior Pastor is responsible to receive God's vision for the Church, to communicate and model that vision to the members, and to preach, teach and interpret the Scripture as the Church's spiritual leader in a manner not inconsistent with The Baptist Faith and Message. The Senior Pastor shall determine the specific strategies that the Church will use to fulfill its vision, values, mission and purposes.
3. Under the leadership of the Holy Spirit, the Senior Pastor shall have the spiritual authority to oversee and direct the spiritual growth of all persons (members and non-members alike) attending Church functions, and to give spiritual leadership and general oversight to all paid and volunteer staff.
4. In addition to the foregoing spiritual functions, the Senior Pastor shall be the President of the Corporation, its chief executive officer, and a member of the Church Council. Subject to the general direction of the Church Council, the Senior Pastor shall generally oversee (or cause to be overseen) the business of the Church, the Ministry Staff, the Church's administrative and other employees, the Deacons, the Church's ministry leaders, the Church's volunteer staff and the General Members.
5. Except as noted in Article V, (A) (1) (b), the Senior Pastor and/or his designee has authority within the guidelines set forth in the Policies and in keeping within budget to hire and/or terminate staff.

### C. Limits on the Authority of the Senior Pastor and Specific Duties

To the extent not inconsistent with this Constitution, specific limitations on the authority of the Senior Pastor and further delineation of specific duties and responsibilities to be carried out by or under the authority of the Senior Pastor may be set forth in the Policies.

### D. Selection of Senior Pastor

1. If for any reason a vacancy occurs in the office of the Senior Pastor, the Church Council shall apportion the duties of the Senior Pastor to one or more other persons to lead the Church through a time of transition until a new Senior Pastor has been nominated by the Church Council and confirmed by vote of the General Members pursuant to Article III, Section (F), and in its discretion the Church Council may appoint an interim Senior Pastor to fulfill the duties of the Senior Pastor pending the call and confirmation of a replacement Senior Pastor. The Church Council shall initiate the search process for a new Senior Pastor.
2. Consistent with the Policies, the Church Council shall determine the search process for a replacement Senior Pastor.

E. Term

The Senior Pastor's term shall begin as mutually agreed upon by the newly elected Senior Pastor and the Church Council, and shall continue until the Senior Pastor resigns, retires, transitions into a different pastoral position, dies or is removed from office in accordance with this Constitution.

F. Resignation

The Senior Pastor may resign by submitting a written letter of resignation to the Church Council, which shall set forth the effective date of resignation. If no effective date is specified, the resignation of the Senior Pastor shall be effective immediately.

G. Retirement

The Church Council will work with the Senior Pastor on a transition process in anticipation of the Senior Pastor's retirement. The Church Council will have the final authority in setting the transition process.

H. Removal

A Senior Pastor who no longer meets the qualifications of the office or who fails to achieve and maintain acceptable levels of performance, in each case as determined by the Church Council in its reasonable discretion, may be involuntarily removed by the following procedure:

1. At least two members of the Church Council shall recommend removal of the Senior Pastor in writing to the Church Council and the Senior Pastor. The recommendation shall state the specific reasons that warrant removal in their reasonable opinion.
2. The Church Council shall promptly hold a meeting to consider the matter of the removal of the Senior Pastor. At the meeting, the recommendation for removal shall be read aloud and any additional pertinent information shall be presented. The Senior Pastor

shall be given the opportunity to respond orally and (if desired) in writing to the recommendations for removal.

3. At least a three-quarters (3/4) vote of all members of the Church Council present and voting at such meeting (other than the Senior Pastor) shall be required to recommend the removal of the Senior Pastor. The Senior Pastor shall not be permitted to vote on such action. If the Church Council shall vote in favor of recommending removal, the Church Council shall call a special meeting of the General Members to vote upon the removal of the Senior Pastor to be held as soon as reasonably practicable (and prior to such meeting of General Members the duties of the Senior Pastor may be allocated to one or more other persons by the Church Council). The Church Council will make the decision on whether the Senior Pastor will be given the opportunity to communicate at the meeting of the General Members. Following reasonable opportunity for questions and answers at the meeting, the Council Chair shall call for a vote of the General Members on a resolution to remove the Senior Pastor, which shall proceed by secret written ballot. If two-thirds (2/3) of those General Members present and voting at the meeting shall vote in favor of removal, the Senior Pastor shall immediately be removed from office. Upon removal of the Senior Pastor, the Church Council shall have the authority to determine terms of severance or separation, if any, deemed reasonable or appropriate by the Church Council.

#### I. Compensation

The Senior Pastor's compensation and other benefits shall be determined and authorized by the Compensation Committee of the Church Council pursuant to Article V, Section J.

### **ARTICLE VII - OFFICERS**

#### A. Officers

The officers of the Church shall consist of the following, each of whom must be a Council Member in good standing for at least one (1) year prior to election (but the one (1) year requirement shall be waived as to any newly appointed Senior Pastor serving as President, and in the case of officers appointed in the first year after adoption of this Constitution the one (1) year requirement also shall be waived): (1) a Chair of the Church Council (the "Council Chair"); (2) a President; (3) a Secretary; (4) a Treasurer; and (5) such additional officers as the Church Council may from time to time appoint. No person shall serve in more than one office simultaneously, except that the same person may simultaneously serve as Secretary and Treasurer.

#### B. Function

The duties of each of the officers shall be as follows:

1. Council Chair. The Council Chair shall serve as the Chair of the Church Council and preside at all meetings of the Church Council, and shall likewise serve as the Chair of

and preside at all meetings of the General Members, provided, however, that if the Council Chair is not present at any such meeting the remaining members of the Church Council may appoint another Council Member to serve as Chair and preside over such meeting.

2. President. The President shall serve as the chief executive officer of the Corporation and shall have all powers and perform all duties assigned to the president of an Ohio corporation under Chapter 1702, Ohio Revised Code.
3. Secretary. The Secretary shall keep (or cause to be kept) minutes of all meetings of the Church Council and all committees thereof, and of all meetings of the General Members, and shall keep (or cause to be kept) current records of the names and addresses of all General Members and Council Members. In the absence of the Secretary at any meeting, the Church Council shall appoint an acting Secretary to keep minutes of such meeting.
4. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Church. The Treasurer shall keep (or cause to be kept) timely, complete and accurate books of account. The Treasurer shall have charge and custody of all funds, investments and assets of the Church. The Treasurer shall make such written and/or oral reports at meetings as may be required by the Council Chair, the President or the Church Council.

#### C. Qualifications

All Church officers shall meet the following qualifications:

1. They must meet the biblical criteria in I Timothy 3:1-7, Titus 1:6-9 and 1 Peter 5:1-3.
2. They must be Council Members in good standing for a minimum of one (1) year prior to election (except as permitted by Article VII, Section A) and meet any other criteria or requirements set forth in the Policies applicable to any individual officer position.

#### D. Election

The Council Chair shall be elected by the Church Council from among its members by two-thirds (2/3) vote of the Council Members present and voting at the meeting, and shall serve for a term of one (1) year or until a successor is elected, provided, however, that the Senior Pastor shall not be eligible to serve as Council Chair. The Senior Pastor shall serve as the President of the Church for so long as the Senior Pastor holds such position. By two-thirds (2/3) vote of the Council Members, the Church Council shall elect the Secretary and the Treasurer, and each shall serve until a successor is elected by the Church Council.

### **ARTICLE VIII - DEACONS**

#### A. Appointment

The Senior Pastor shall nominate and the Church Council shall appoint Deacons to assist the Senior Pastor and the Ministry Staff in providing pastoral care and spiritual oversight for the members and others. In order to be appointed a Deacon, a candidate must (i) be a General Member in good standing for at least one (1) year, (ii) meet the Scriptural qualifications in I Timothy 3:8-13 and any additional criteria set forth in the Policies, (iii) be nominated by the Senior Pastor, and (iv) be approved by a two-thirds (2/3) vote of the Church Council present and voting at a meeting. Each Deacon shall serve until such Deacon (a) ceases to be a General Member, (b) resigns from such position, or (c) is removed in accordance with subparagraph C. below. Deacons shall not be compensated, but may be reimbursed by the Church for reasonable expenses incurred in the conduct of their office.

#### B. Service

Deacons shall work with and under the direction of the Senior Pastor and the Ministry Staff to provide pastoral care for the General Members and others, to assist with coordinating benevolence ministry, administer discipline and meet other needs of the Church and its members, as directed by the Senior Pastor and the Ministry Staff. The Policies may delineate specific spiritual duties of the Deacons and any limits thereupon, both acting as individuals and collectively.

#### C. Removal

A Deacon may be removed only upon (i) a recommendation of removal made to the Church Council by the Senior Pastor or the Chairman of the Deacons, and (ii) a two-thirds (2/3) vote of the members of the Church Council present and voting at a meeting.

#### D. No Voting Rights

The Deacons shall have no voting rights whatsoever under Ohio law, the Articles of Incorporation or this Constitution, except on any spiritual matters specifically provided for in the Policies and the voting rights they have as General Members.

### **ARTICLE IX - PROPERTY**

Subject only to the authority of the General Members to approve certain specified actions pursuant to Article III, the Church Council shall have the authority to cause the Corporation to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of property, both real and personal. Title to all property, whether real or personal, acquired by the Church shall reside and be held in the name of the Church. No member shall have any personal interest in the property of the Church.

## **ARTICLE X - FISCAL YEAR**

The Church's fiscal year shall begin on the first day of September in each year and shall end on the last day of August.

## **ARTICLE XI - INDEMNIFICATION**

A. To the fullest extent not prohibited by Ohio law:

1. the Church, by action of the Church Council, shall indemnify, defend and hold harmless each person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding, other than an action by or in the right of the Church, by reason of the fact that the person is or was an officer of the Church (including the Senior Pastor), a Council Member, Ministry Staff, or who is or was serving at the request of the Church as a director, officer, employee, member, manager, agent or volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust or other enterprise; and
2. the Church by action of the Church Council shall indemnify, defend and hold harmless any other person, to the extent such person shall be entitled to indemnification under the laws of the State of Ohio by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee, volunteer or other agent of the Church, and the Church may further indemnify any other person, including without limitation any volunteer, if it is determined on a case by case basis by the Church Council that indemnification is proper in the specific case;

from and against any and all losses, costs, damages and expenses (including attorneys' fees, judgments, fines, penalties, amounts paid in settlement and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with such action, suit, investigation or proceeding (or claim or other matter therein), including but not limited to any proceeding involving allegation of invasion of privacy, negligent or intentional infliction of emotional distress, any similar or related allegedly tortuous conduct, negligence, pastoral malpractice, breach of fiduciary duty of care or loyalty, or any suit alleging violation of civil rights including but not limited to discrimination on the basis of religion, age, sex, race, disability, handicap or sexual orientation.

B. Each request or case of or on behalf of any person who is or may be entitled to indemnification by reason other than in Section A (1) above shall be reviewed by the Church Council, and indemnification of such person shall be authorized by the Church Council only if it is determined by the Church Council that indemnification is proper in the specific case. Notwithstanding anything to the contrary in this Constitution, no

person shall be indemnified to the extent, if any, it is determined by the Church Council or by written opinion of legal counsel designated by the Church Council for such purpose, that indemnification is contrary to applicable law. No indemnification shall be provided by the Church under Section A(1) or Section A(2) unless the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Church and, with respect to any criminal action or proceeding, if the person had no reasonable basis to believe his or her conduct was unlawful; provided, however, that termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not create of itself a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

C. Insurance

The Church may, as the Church Council may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been an officer of the Church, a member of the Church Council, Ministry Staff, a volunteer or other agent or representative of or in a similar capacity with the Church, or who is or at any time has been, at the direction or request of the Church, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person.

D. Advancement of Expenses

To the fullest extent not prohibited by applicable law:

1. Officers, Council Members and Ministry Staff. All expenses, including without limitation reasonable attorneys' fees, incurred by any person who is or was an officer (including the Senior Pastor), a Council Member, a member of any Council Committee, or Ministry Staff in defending any threatened or pending action, suit, investigation or proceeding (or any claim or other matter therein) referred to in Article XI, Section A(1), shall be paid by the Church as the same are incurred, in advance of the final disposition of such action, suit or proceeding, upon receipt of a written undertaking by or on behalf of such person to do both of the following:

- (a) Repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that the person's action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Church or undertaken with reckless disregard for the best interests of the Church; and
- (b) Reasonably cooperate with the Church concerning the action, suit or proceeding.

2. Other Persons. All expenses, including reasonable attorneys' fees, other than those paid in advance to persons identified in subsection (1) above, incurred by any person in defending any threatened or pending action, suit, investigation or proceeding (or any claim or other matter therein) referred to in Article XI, Section (A) may be paid by the Church as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the Church Council in the specific case, upon receipt of an undertaking by or on behalf of the person to do both of the following:

- (a) Repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Church; and
- (b) Reasonably cooperate with the Church concerning the action, suit or proceeding.

## **ARTICLE XII - DISSOLUTION**

Upon dissolution of the Corporation, which shall require the affirmative vote of two-thirds (2/3) of the General Members and a two-thirds (2/3) vote by the Church Council, any assets remaining shall be distributed to one or more non-profit entities whose purpose is compatible with the purposes set forth in the Articles of Incorporation, in accordance with applicable law, and are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision of applicable federal law). A two-thirds (2/3) vote of the Church Council present and voting at a meeting shall be required to authorize such a distribution of assets.

## **ARTICLE XIII - EFFECTIVE DATE**

This Constitution shall be effective as of the first day of January, 2009; provided, however, that the initial Church Council may be elected by the General Members pursuant to Article V, Section B prior to the effective date of this Constitution. Subsequent amendments to this Constitution adopted pursuant to Article XIV shall become effective as of such date or dates as may be set forth in the adopting resolution for such amendment adopted by the General Members.

## **ARTICLE XIV - AMENDMENTS**

A. Subject to having received the affirmative vote of two-thirds (2/3) of the Church Council with respect thereto at a meeting thereof called for such purpose at which a quorum is present, the General Members shall have the exclusive power to amend this Constitution and/or to adopt a new Constitution by a two-thirds (2/3) vote of the General Members present at a meeting thereof called for such purpose at which a quorum is present.

B. Each time an amendment to this Constitution is adopted by the General Members, the amendment shall automatically be interpreted to include amendment to the date set forth in Article XIV, Section C to reflect the date of the last approved amendment, regardless of whether language including such amendment to Article XIV, Section C is included in the amendment.

C. The date upon which this First Amended and Restated Constitution was adopted and last amended by the General Members was September 14<sup>th</sup>, 2008.