

**Constitution & Bylaws
of
Capital Life Church**

Proposed this 4 th day of November, 2018

Article I. Name and Location

The name of this Virginia church corporation shall be Capital Life Church, Inc. (hereinafter referred to as the "Church") with its principal office located at 1800 N. Glebe Rd., Arlington, VA 22207, which may be changed from time to time by the Leadership Team.

Article II. Purpose and Vision

Purpose: 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. More specifically, the purposes of this corporation are:

- a) To promote "Christ in You" through a personal relationship with God through his Son Jesus Christ.
- b) To promote "Christ in Your Relationships" through intentional connections with others that fosters godly interaction and growth.
- c) To promote "Christ in Your Influence" through witness, volunteerism, discipleship and outreach.

Vision: "Loving God and equipping people in the D.C. Metro area as together we impact our world for Jesus Christ."

Article III. Affiliation

Capital Life Church shall have perpetual existence and is a sovereign assembly. As such, Capital Life Church maintains the right to govern its own affairs. Recognizing, however, the benefits of cooperation with other like-minded churches, this church voluntarily affiliates with the Assemblies of God in its national and district expressions. Capital Life Church also reserves the right to network with other organizations of similar faith commitments it deems beneficial. All matters of affiliation shall be decided as prescribed in these bylaws.

Article IV. Condensed Statement of Faith

We believe in one God who is the Creator of all things. He is all-knowing and all-powerful. He is unconditionally loving, relentlessly merciful, and absolutely just. And He has revealed himself as Father, Son, and Holy Spirit.

We believe that Jesus Christ was fully human and fully God. He lived a sinless life. He died a substitutionary death on the cross. And He was raised from the dead on the third day.

We believe that humankind is created in the image of God. We believe that all have sinned and fallen short of the glory of God. And we believe that unconditional love, unlimited forgiveness, and undying hope are found in Jesus Christ—the one and only mediator between God and man.

We believe that God is beyond human reason and imagination, but He has revealed himself through His Word. The Bible is our source of divine inspiration and timeless wisdom. We believe the Bible is inspired, authoritative, and infallible.

We believe the Spirit of God indwells every believer. The fruits of the Spirit are the by-product of a spirit-filled life and evidence of spiritual maturity. The gifts of the Spirit should be earnestly sought and used to serve others and glorify God.

We affirm the Statement of Fundamental Truths approved by the General Council of the Assemblies of God. A complete statement of faith is available at www.ag.org.

Article V. Marriage & Family

We believe that Marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5). A husband is commanded to love his wife as Christ loved the church. A wife is commanded to submit to her husband as the church submits to Christ (Ephesians 5:22-33).

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance (Genesis 2:24; Genesis 19:5, 13; Genesis 26:8-9; Lev. 18:1-30; Romans 1:26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Hebrews 13:4). Such a sinful pattern, if not repented, will be a barrier to membership and leadership in a body of believers.

All parents who are members of the Church may, if they so desire, have their children dedicated at a time to be designated. This service will give the parents the opportunity to publically acknowledge their child as a gift from God and will likewise serve as a pledge on the part of the parents to bring the child up in the nurture and admonition of the Lord and biblical standards.

Article VI. Church Covenant

1. I will protect the unity of Capital Life Church

- ...by supporting the vision of Capital Life Church (Acts 4:32)
- ...by refusing to gossip or grumble (Exodus 16:6-8 & Ephesians 4:29-32)
- ...by submitting to the spiritual authority of Capital Life Church (Hebrews 13:17)

2. I will promote the growth of Capital Life Church

- ...by praying for and inviting the unchurched (Luke 14:23)
- ...by warmly welcoming those who visit (Hebrews 13:1-2)
- ...by developing a servant's heart (Philippians 2:3-8)

3. I will strive for personal integrity

- ...by maintaining sexual purity (Ephesians 5:3)
- ...by not causing others to stumble (1 Corinthians 10:32)

...by supporting the core beliefs and values of CLC (Romans 15:5-6)

4. I will support the ministry of Capital Life Church

...by attending faithfully (Hebrews 10:25)

...by living a godly life (Philippians 1:27)

...by giving tithes and offerings regularly (Malachi 3:6-10)

We have read and agree to follow the Articles, Constitution, and Bylaws of Capital Life Church, including but not limited to those policies dealing with church discipline, conflict resolution and members' rights and responsibilities and wholly agree to be bound by the Articles, Constitution and Bylaws, including those referenced policies and procedures.

Bylaws of Capital Life Church, Inc.

Article I. Church Governance

This Church will have the right to govern itself according to the principles of the Bible.

The Church recognizes the biblical authority, divine calling, and unique training of the Lead Pastor and pastoral staff. As such, the Lead Pastor shall provide the vision, guide, and work with the pastoral staff in its implementation and in developing the budget of the church.

The Board of the Directors shall exercise all corporate powers of the Church as identified herein. The Members shall be equipped and empowered to do the work of the ministry as identified herein.

Article II. Lead Pastor

Section 2.1. Qualifications

The Lead Pastor shall be credentialed, or in the process of being credentialed, with the Assemblies of God. A minimum education of a masters' level degree in theology is recommended but not required.

Section 2.2. Duties

The Lead Pastor is uniquely called to be the primary visionary and apostolic leader of the church. The Lead Pastor, by virtue of his office, shall simultaneously serve as President of the Church. His pastoral duties include, but are not limited to:

- 1) Spiritual oversight of the congregation
- 2) Direct oversight of the Pastoral and Administrative staff, including, but not limited to:
 - a. Employment decisions
 - b. Delegation of responsibilities to all staff
 - c. Day-to-day operations
- 3) Official spokesperson for the Church
- 4) Facilitation of all meetings of the Board and Church
- 5) Ex Officio member of all committees, teams, groups, and ministries

Section 2.3. Vacancies and Appointments

The Lead Pastor shall serve for an indefinite period of time or until his death, resignation, or removal. When a vacancy occurs in the position of Lead Pastor, a pastoral search committee shall be appointed. If the Lead Pastor is in good standing and not departing due to disciplinary action, he may appoint the committee members in addition to himself, provided that the majority not be paid staff. If the departing Lead Pastor is the Founding Pastor, he may recommend his successor to the committee for consideration. His recommendation shall be considered a nomination unless the recommendation is rejected by a three-quarter (3/4) vote of the other committee members. No one who wishes to be considered for the position of Lead Pastor may serve on the pastoral search committee.

After a thorough search and due diligence, the pastoral search committee will present one candidate for consideration. The Leadership Team (the majority who will be unpaid) will vote by secret ballot and the new Lead Pastor will be selected by a simple majority vote of the Leadership Team and confirmed by a majority vote of members. In the event that the Lead Pastor should die or be unable to guide the process of his replacement, the Board will consult with the Overseers in the selection of a search committee and shall nominate a candidate to succeed the Lead Pastor, to be voted on by the Leadership Team.

Section 2.4. Resignation

A Lead Pastor may at any time present a letter of intent to resign to the Board, which shall be effective immediately [see comments], unless a specific date is stated.

Section 2.5. Discipline of Senior Pastor

The Lead Pastor is morally, theologically, and ethically accountable to the Potomac District Council of the Assemblies of God. The ultimate responsibility for the initiation of any discipline of the Lead Pastor begins with the Overseers of Capital Life Church. If a person has a grievance against the Lead Pastor, the offended party shall bring the matter to the Board of Capital Life Church and if the grievance has merit by majority vote of the Board, it shall be referred to the Overseers for investigation and action. Should the Overseers, by majority vote, be in favor of disciplining the Lead Pastor then their recommendation shall be forwarded to the Potomac District Council, who will conduct a thorough investigation in any matter that would affect the Lead Pastor's credentials and be the final arbiters in any discipline of the Lead Pastor.

Section 2.6. Church Overseers

A Church Overseer shall provide New Testament apostolic oversight and seasoned spiritual counsel. It shall be the responsibility and privilege of the Church Overseers to provide Godly counsel to the Lead Pastor and the Board. The Overseers shall consist of at least three (3) individuals, whose appointment and tenure shall be determined by the Lead Pastor in consultation with the Board. However, no Overseer may be removed by the Lead Pastor during an investigation of a grievance brought against the Lead Pastor.

Article III. Board of Directors

Section 3.1. General Powers

The corporate powers of the Church shall be exercised by or under the authority of the Board of Directors, also referred to as the "Board," or the "Directors." The business and property of the Church shall be exercised, conducted, and controlled by the Board for purposes of overseeing the legal, business, financial, and administrative affairs of the Church with consensus agreement. If, in the course of the decision-making process, the Board cannot unanimously agree, then the decisions shall be made by majority vote of the Board members present and voting at the meeting.

Section 3.2. Qualifications, Election and Term

The members of the Board should consist of the Lead Pastor, and at least four (4) members of the Church. However, the authorized number of Board members should be such number as may from time to time be authorized by the Board, provided that such number is no less than three

(3). The Board of Directors shall consist of not less than fifty percent (50%) lay members who are not paid staff and are unrelated to paid staff. The Lead Pastor shall serve as the Chairman of the Board and shall set the agenda for and facilitate the board meetings and functions. Other candidates for Board membership shall be nominated by the Lead Pastor and elected by majority vote of the current Directors per term. Upon election, Board members should serve for a term of one (1) calendar year, but may be re-elected for an unlimited number of consecutive terms or until their successor is nominated, elected, and qualified. If there is a tie vote of the Board members then the Lead Pastor will be the tie breaker. The Board shall annually elect a Secretary and a Treasurer.

Section 3.3. Specific Duties and Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Board shall have the following duties and powers:

- 1) Exercising oversight of the Church, funds, and property of the Church and providing counsel;
- 2) Authorize purchase, sale, mortgage, pledge or encumbrance of any church property and incur related indebtedness as outlined in the bylaws.
- 3) Hearing and considering all reports and recommendations submitted by the Lead Pastor;
- 4) Appointing advisors or teams of advisors pertaining to fiduciary duties and delegating responsibilities to them. The Board may remove or replace advisors as outlined in the bylaws.
- 5) Act in the discipline of members.
- 6) Conducting such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the Members.

The Board may delegate some of its authorities and duties to individual members, pastors, staff, ministry teams, and others as long as the delegation does not breach its fiduciary duties to the Church.

The Board and the Lead Pastor shall fulfill their spiritual and temporal duties in a spirit of servanthood to the Lord, the Church, and one another. Neither the Lead Pastor nor the Board are to exercise dictatorial leadership over one another or the Church, but shall cooperatively work together as a model of Christian unity and leadership, each submitting to one another as the Spirit, need, or circumstance may require. When disunity becomes present between the Lead Pastor and Board, it shall be the responsibility of each to attempt to solve the difficulty between them; if failing to do so, it shall be the responsibility of each to seek the mediating efforts of the CLC Overseers in order that the conflict may not be carried into the Church, but resolved within the circle of leadership. If mediation is sought, the Overseers' written opinion shall be regarded as the final decision on the matter.

Section 3.4. Vacancies

A vacancy on the Board (other than the Lead Pastor's position on the Board) because of death, resignation, removal, disqualification, or any other cause should be filled by nomination by the Lead Pastor and majority election by the other remaining Board members for the remainder of the term. The Board member whose position has been vacated or will be vacated shall not have a vote.

Section 3.5. Resignation and Removal

Any Director or Officer may at any time deliver to the Lead Pastor or Chairperson a written notice of intent to resign which shall be effective upon acceptance by the Board. Any Officer or Director, with the exception of the Lead Pastor, may be removed from the Board at any time with or without cause when, in the sole judgment and discretion of the Board, it is determined by a majority vote of the Board that such Director should no longer serve on the Board. In the event any Director is so removed, a new Director should be nominated by the Lead Pastor and majority election by the Board for the remainder of the term.

Section 3.6. No Compensation

Whether or not employed or paid as a contractor by the Church for other purposes, directors, officers, and members of any committee of the Board of Directors shall for their director/officer duties be regarded as volunteers and serve without compensation for those duties, but shall be entitled to reimbursement for any reasonable expenses incurred on behalf of the Church upon request and written documentation. Any director or officer barred from receiving compensation under these provisions shall not be barred from serving the Church in any other appropriate capacity, such as Pastor or Church Staff, and receiving reasonable compensation for such other services. Any event/transaction that includes church recruitment and/or training must be cleared by at least a majority vote of the Board before any Director or Leader of the church is compensated. Such Board approval must be consistent with Section 3.7 below. Any compensation not so cleared must be returned in full to the church within 60 days.

Section 3.7. Full Disclosure of Possible Conflicts

A contract or other transaction between the Church and one or more of its directors, officers, pastors or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which entity one or more directors, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- 1) The Church entered into the transaction for its own benefit or for the benefit of another supported organization;
- 2) The transaction was fair and reasonable as to the Church, or was in furtherance of its religious, charitable, or educational purposes at the time the Church entered into the transaction;
- 3) Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with full knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- 4) Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes.

Common or Interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board members, officers, pastors, or members. The Board shall also adopt a Conflicts of Interest Policy consistent with this section that will provide for full disclosure of material

conflicting interests by Board members, officers, or employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

Section 3.8. Place and Time of Regular Meetings

Regular meetings of the Board shall be held yearly and should be held at least quarterly and at any place that has been designed by the Board and at any time designed by the Board.

Section 3.9. Special Meetings

The Lead Pastor/Chairperson of the Board may call meetings of the Board for any purpose or purposes at any time. The transactions of any meetings of the Board however called and noticed and wherever held, shall be valid as though at a regular meeting.

Section 3.10. Notices

Notice of the time and place and in the case of a special meeting the purpose of the meeting of the Board shall be in writing and shall be duly sent, mailed, emailed or otherwise delivered to each Director not less than three (3) days before the meeting, provided that no notice of any regularly scheduled or adjourned meeting need be given. This seven-day notice requirement may be waived by a unanimous consent of the Board.

Section 3.11. Quorum and Actions

The Board shall try to act by consensus. However, a majority vote of the Directors present and voting at a meeting shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the bylaws. At least one-half (1/2) of the members of the Board in attendance at the beginning of any given meeting shall constitute a quorum.

In the case of a deadlock where the Board is unable to reach a conclusive vote, the Lead Pastor shall cast a ballot, which shall be known as a "majority ballot" so that an official act or decision may be taken by the Board. The majority ballot shall be cast in addition to the regular Board Member's vote cast by the Lead Pastor.

Section 3.12. Action without Meeting

Any action required or permitted to be taken by the Board members 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 shall have the same force and effect as the unanimous vote of the Board members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board members.

Section 3.13. Participation by Conference Telephone or Similar Electronic Device

Members of the Board or of any committee thereof may participate in a meeting of such the Board or committee by means of a conference telephone, web-cam, or similar communications equipment whereby all persons participating in the meeting can hear each other or communicate in writing. Participation by such means shall constitute presence in person (and attendance) at such meeting. When such a meeting is conducted by means of a conference telephone, web-cam, or similar communications equipment, a written record (minutes) shall be made of the action taken at such meeting, noting participation of those who were present by means of such

communications equipment, that a quorum was present with participating members waiving their right to a face to face presence and all members having participated in the meeting and deliberations.

Section 3.14. Advisory Teams

The Board, by majority vote of all Board members in office, may appoint two or more persons from among its number to serve as a special advisory team, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these bylaws, or by resolution of the Board, an Advisory team may not exercise the authority of the Board.

Section 3.15. Minutes

Minutes of the meetings of the Board shall be recorded and taken by the Secretary who shall have custody thereof and be responsible for circulating copies to the Board members in a timely manner.

Article IV. Officers

Section 4.1. In General

The Church Officers shall consist of the President, Secretary, Treasurer, and any other officers as deemed necessary from time to time by the Board. All officers, Board members and other leaders as defined by the Board shall sign the Leadership Covenant.

Section 4.2. Elections

Except for the President, all officers shall be annually elected upon majority vote of the Board.

Section 4.3. President

The Lead Pastor shall simultaneously serve as the President of the corporation and shall be the chief executive officer with all the rights and powers attributed thereto and which the Board sets unless he delegates some of the duties to other pastors or staff. The President shall also serve as the Chairman of the Board and facilitate all Board and members meetings.

Section 4.4. Secretary

The Secretary of the Church shall be a Board member and keep the minutes of the official meetings of the Board and specially called business meetings of the members. The Secretary or Treasurer shall be the custodian of all legal documents. They should keep a record of the leadership and membership, and shall be the custodian of all legal documents of the Church and its corporate seal (if applicable). They shall file such annual corporation reports with the secretary of state as may be required by state law (if applicable). In the event the Secretary of the Church is not a member of the Board, it is recommended that the Board appoint its own secretary from the Board to record and keep all minutes of Board meetings.

Section 4.5. Treasurer

The Treasurer of the Church may or may not be a member of the Board and shall be entrusted with all the finances of the Church, subject to the supervision of the Board, and shall deposit all funds in federally insured accounts in the name of the Church, and shall disburse such funds by check as authorized by the Board. They shall keep an itemized account of receipts and disbursements, shall present a report for each regular meeting of the Board, and account of receipts and disbursements, should present a report for each regular meeting of the Board, and shall present an annual report to the Church. They shall assist the Church in acquiring and maintaining available tax exemptions under state and local law. They shall provide a record of all identified giving to each donor at least annually. The records shall be available at all times for audit under the direction of the Board. Sound procedures for accounting and tabulating offerings are recommended.

Section 4.6. Vacancies

Except for the Pastor, a vacancy in any officer position because of death, resignation, removal, disqualification, or other cause, shall be filled by majority vote of the Board for the remainder of the term.

Article V. Membership

Section 5.1. Eligibility Requirements

The minimum eligibility requirements for membership are as follows:

- 1) A personal commitment to Jesus Christ.
- 2) Completion of required classes as deemed necessary and designated by the Board.

Section 5.2. Procedure

Upon meeting the above qualifications for membership, candidates shall be accepted into membership by the Lead Pastor. No member of this Church, nor any officer, nor any member of the Board shall by virtue of such membership, office, or position incur or be subject to personal liability to any extent for any indebtedness, obligations, acts or omissions of this Corporation.

Section 5.3. Categories of Membership

The Church shall have two categories of membership but only one category of members shall have voting privileges:

- 1) **Active membership** shall be open to anyone eighteen (18) years old or older who meets the qualifications for membership as stated in these bylaws. Active membership shall consist of all individuals who are regularly attending, financially giving, and serving the Church in a membership capacity, as determined by the Board. An official C.L.C. giving statement most recently issued by the church shall qualify a member to vote as “financially giving” as a sign of active membership. Active members shall have full voting rights and privileges and shall be eligible for lay leadership positions. Active members unable to regularly participate due to military service, educational pursuits, or for medical reasons, shall be considered Active members while such conditions preventing regular participation remain in effect.

- 2) **Inactive membership** shall consist of members who cease to function in a membership role for the purposes of a personal sabbatical or limited leave of absence. Inactive members may still attend membership meetings, summits, and retreats but will have no voting privileges or be eligible for lay leadership positions until they resume Active membership.

Section 5.4. Rights and Responsibilities

New Active members shall have all the rights, privileges and responsibilities of a member of the Church. Plenary power to govern the Church shall be vested in the Board as set forth in these bylaws. As such, members do not function in a legislative role. But members shall have limited voting privileges on the following matters (voting by proxy prohibited):

- 1) Merger or dissolution of the Church, which shall be approved by a three-fourths (3/4) majority of the members present and voting;
- 2) Confirmation of a new Lead Pastor as outlined in these bylaws, which shall be conducted in accordance with the procedures and requirements in Section 2.3 and shall be approved by two thirds (2/3) majority of the members present and voting; and
- 3) Any other major events or decisions as designated or delegated by the Board

Section 5.5. Termination of Membership

Membership in the Church shall be terminated for the following reasons:

- 1) the written request of the member,
- 2) written request to transfer to another church,
- 3) inconsistent attendance,
- 4) death, or
- 5) termination of membership through church discipline.

A letter or email addressed to the Lead Pastor shall be sufficient to constitute an official resignation from membership.

Any member may be removed from Church membership if they violate the Church Covenant. In such instances, the Board or designated staff or leaders shall strive for reconciliation and restoration via the process outlined in the Church Discipline Process below.

The purpose of discipline is to protect the church-at-large and promote repentance in the person involved. Discipline is redemptive, corrective, and protective in nature. Capital Life Church reserves the right to exert discipline in matters of theological or ethical/moral indiscretion as it relates to every official Church function, event, or activity endorsed by the corporation, including but not limited to small group meetings, retreats, missions trips, weekend services, or any other duly recognized Church function.

Section 5.6. Church Discipline and Restoration

It shall be the practice of this Church to pursue every reasonable measure for peace and reconciliation. Should one member sin against another member or the Body of members (the Church), the aggrieved members shall follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14. If they sin against the Body either in sinful moral failure or biblical heresy, the Pastors, the Board, and

mature Members are available for counsel and guidance. The purposes of such discipline should be for:

- 1) The repentance, reconciliation, and spiritual growth of the individual disciplined. (Proverbs 15: 5; 29: 15; 1 Corinthians 4: 14; Ephesians 6: 4; 1 Timothy 3: 4-5; Hebrews 12: 1-11; Psalm 119: 115; 141: 5; Proverbs 17:10; 25: 12; 27: 5; Ecclesiastes 7: 5; Matthew 7: 26-27; 18: 15-17; Luke 17: 3; Acts 2: 40; 1 Corinthians 5: 5; Galatians 6: 1-5; 2 Thessalonians 3: 6, 14-15; 1 Timothy 1: 20; Titus 1: 13-14; James 1: 22)
- 2) The instruction in righteousness and good of other Christians, as an example to them. (Proverbs 13: 20; Romans 15: 14; 1 Corinthians 5: 11; 15: 33; Colossians 3: 16; 1 Thessalonians 5: 14 (note- this is written to the whole church, not just to leaders); 1 Timothy 5: 20; Titus 1: 11; Hebrews 10: 24-25)
- 3) The purity of the church as a whole. (1 Corinthians 5:6-7; 2 Corinthians 13:10; Ephesians 5: 27; 2 John 10; Jude 24; Revelation 21: 2)
- 4) The good of our corporate witness to non-Christians. (Proverbs 28: 7; Matthew 5: 13-16; John 13: 35; Acts 5: 1-14; Ephesians 5: 1; 1 Timothy 3: 7; 2 Peter 2: 2; 1 John 3: 10)
- 5) Supremely for the glory of God by reflecting His holy character. (Deuteronomy 5: 11; 1 Kings 11: 2; 2 Chronicles 19: 2; Ezra 6: 21; Nehemiah 9: 2; Isaiah 52: 11; Ezekiel 36: 20; Matthew 5: 16; John 15: 8; 18: 17, 25; Romans 2: 24; 15: 5-6; 2 Corinthians 6: 14; 7: 1; Ephesians 1: 4; 5: 27; 1 Peter 2: 12)

The Church will look to the Board, at the request of the Lead Pastor, for the effective functioning and discipline of its members. Only after good faith efforts by the Board to bring about repentance and reconciliation have proven futile, the Board or its designees shall give notice of the unrepentant sins, time and place to address the charges to the member. Once the discipline process has started, a member cannot resign. The discipline can include but not be limited to dismissal, censure, suspension or any other measures that the Board decides that will bring about repentance.

Dismissed members may be restored to the Active membership according to the spirit of II Corinthians 2:7-8 and Galatians 6:1-2. Restoration of membership shall require a recommendation of the Lead Pastor and a simple majority vote by the Board.

Section 5.7. Meetings for Worship

Meetings for public worship shall be held on each Sunday and during the week as may be provided for under direction of the Lead Pastor.

Section 5.8. Business Meetings

Meeting of the membership for the purposes of carrying out the business of the Church may be called at any time by the Lead Pastor and the Board. The time and place shall be announced by the Lead Pastor at least two Sundays immediately preceding the date of the meeting. Attendance is a reflection of priority. Members are expected to make a good faith effort to attend all required meetings.

Section 5.9. Quorum

Quorum for a business meeting of the membership shall consist of those members present at a duly called business meeting.

Article VI. Pastoral and Non-Pastoral Staff

Section 6.1. Pastoral Staff

The Lead Pastor, in his sole discretion, from time to time shall determine the number and identity of such Associate Pastors as well as the various responsibilities of such Pastors. The Lead Pastor shall retain the sole authority and discretion to remove any Associate Pastor for reasonable cause.

Section 6.2. Non-pastoral Staff

Non-pastoral staff, including office staff, function as servants alongside of the pastoral staff and Church body to support them in ministry. It is the Lead Pastor's responsibility to lead both pastoral and non-pastoral staff in the direction that helps the Church accomplish its goals.

Section 6.3. Duties and Responsibilities

The duties and responsibilities for all staff positions will be formulated by the Lead Pastor, with the advice of the Board.

Section 6.4. Selection and Termination

Selection and approval of non-pastoral staff will be the responsibility of the Lead Pastor. Any non-pastoral staff member may be terminated upon recommendation by supervising or pastoral staff and approval by the Lead Pastor.

Section 6.5. Resignation

Any pastoral or staff member may at any time resign by submitting written notice to the Lead Pastor.

Article VII. Biblical Resolution of Disputes

In any dispute arising between or among Church members, the dispute may be resolved by the Board of Directors (or a duly appointed committee from the Board) under the *Rules and Procedures for Christian Conciliation* published at www.iccprison.com. All employees of the Church shall sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the Church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the Church, or its agents in their representative capacity, should be internally resolved but if it fails, these disputes shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute, then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the *Rules of Procedure for Christian Conciliation* found at www.iccprison.com. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the church is located and Virginia law

will apply to dispute. Members, pastors, staff or third-party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the church and its members and under its risk policy procedures, the church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the church.

Article VIII. Teams and Committees

Section 8.1. Ministry Teams and Chairpersons

This Church, through its Board, may create and maintain such teams or committees (Standing and Special) as may be necessary and advisable for the extension of its work. A Special team may not exist beyond the duration of one year without reauthorization by the Board. All such teams and committees shall be subordinate to the Board and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Lead Pastor and Board, and the Pastor shall be an ex officio member of all teams, committees or departments. Unless otherwise stated in these Bylaws, the Lead Pastor shall appoint capable people for chairperson to oversee and run each team or committee. If no chairperson is appointed, then a chairperson shall be elected among the members of the committee for the Lead Pastor's approval.

Section 8.2. Executive Team

The Lead Pastor, with advice and consent of the Board, may create an Executive Team consisting of all those paid staff who oversee leadership team members. The Executive Team shall be responsible for overseeing the administration and operations of the Church.

The Executive Team should meet at least monthly at a place and time designated by the Lead Pastor. The Lead Pastor shall serve as the Chairperson for the Executive Team to facilitate its meetings. Unless expressly limited by law, the Articles, the Bylaws, or by Board Resolution, the Executive Team may exercise the authority of the direct management of the church. All fiduciary Executive Committee decisions exceeding \$5,000.00 shall be ratified by the Board at a Board meeting. The Executive Team decisions must defer to the Board when found to be outlined as the role of the Board.

Section 8.3. Organization and Responsibilities

The organization and responsibilities of each Standing and Special team or committee shall be described more fully in the Church Policy and Operations Manual.

Article IX. Fiscal Policies

Section 9.1. General

This Church, through its Board, shall create and maintain such departments and sub-organizations as may be necessary and advisable for the extension of its financial work. All such departments and organizations shall be subordinate to the Church and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Lead Pastor and Board.

Section 9.2. Budget and Audits

The Board, or its designee, shall prepare and submit a unified budget for Board approval. The unified budget shall include all monies received or expended by or for any and all departments of the Church. The Board, or its designee, should conduct or arrange for an annual review or audit of a type and nature they deem appropriate. Every five (5) full years, the Church should conduct either a review or audit by an outside auditor but the board can mandate a review or audit at any time for good reason. The basic annual budget shall be kept in the church's records and made available to any member of the Church upon reasonable request.

Section 9.3. Benevolence Fund and Team

The Church, in the exercise of its religious purposes and mission, has established a benevolence fund to assist persons in financial need according to the Church Benevolence Policy and controlled by the Benevolence Team as appointed by the Lead Pastor. It shall be the duty of the Benevolence Team to determine the needs of the congregants or others in the community as they arise and to determine how and when such funds are distributed. The Benevolence Team shall examine the need of recipients of these designated funds.

Section 9.4. Robert's Rules of Order

Where not in conflict with other provisions of these bylaws, Robert's Rules of Order, latest edition, should control the procedure for all business meetings of the Church, the meetings of the Board, and committees established by or pursuant to the Articles of Incorporation and/or the Bylaws of this Church.

Section 9.5. Deposits

The Board shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

Section 9.6. Checks

All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the Board may from time to time designate. Any check over the amount of five thousand dollars (\$5000.00) shall require two authorized signatures from two officers or two disinterested Board members.

Section 9.7. Fiscal Year

The Board, in consultation with the necessary teams or committees, will have the power to fix, and from time to time to change, the fiscal year of the Church. Accurate records will be kept by all organizations of the Church and report made on the fiscal year basis. All funds handled by any and all organizations will be reported to the Board.

Section 9.8. Contracts

The President can sign contracts to bind the Church once approved by the Board or according to its procedures. However, the Board may authorize any officer or officers, agent or agents of the Church, in addition to the authorized officer, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Church, including real estate transactions once proper approval has been sought and obtained from the Board. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

Section 9.9. Endowments

The Board may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

Section 9.10. Designated Contributions

The Church may accept any designated contributions, grant, bequest, or devise consistent with its general tax exemption purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally will be honored. However, the Church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax-exempt purposes.

Section 9.11. Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations

The Board may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines will advance the religious purposes and goals of the Church as described herein and not violate the Church's tax-exempt status.

Section 9.12. Purchase or Sale of Property and Borrowing

Neither officers nor agents of the Church may purchase or sell real property or personal property valued at \$5000 or more on behalf of the Church unless authorized by the Board according to these Bylaws. Any borrowing of money must also be approved by the Board according to these Bylaws.

Article X. Church Policy and Operations Manual

Section 10.1. Development of the Policy and Operations Manual

The development of a church policy and operations manual shall be overseen by the Board or its designees with professional consultation and review. This manual shall include all Church policies, procedures, job descriptions and organization charts depicting lines of responsibility in the administration of the church. The manual shall be kept in the Church's records and made available for use by any member of the church upon reasonable request. The Church Secretary shall maintain the manual. The Board or designated committee or team should review the manual at least annually, with the authority to recommend changes for the Board to consider and

vote on. The annual budget shall be kept in the church office and made available to any member of the Church upon reasonable request.

Section 10.2. Compilation and Maintenance of the Manual.

The Board or any of its designees shall be responsible for compiling and maintaining a Policy and Operations Manual for the day-to-day administrative functions of the Church not covered by the Constitution and bylaws. Subjects covered may include, but are not limited to, the following:

- 1) Personnel policies and procedures not covered in the bylaws.
- 2) Church property policies and procedures.
- 3) Church discipline procedures and policies
- 4) Christian conciliation and dispute resolution policies and procedures.
- 5) Child protection policies and procedures.
- 6) Other policies and procedures as needed

These policies and operations manuals shall be available at the Church office for members to review. Any suggested changes shall be presented to the Board for their review and approval.

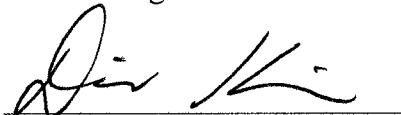
Article XI. Indemnification

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Director, officer, employee or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (be) its Directors and officers.

Article XII. Amendments

Amendments to Articles I through VI of the Constitution, with the exception of the statement of condensed statement of faith that can only be amended by the General Council of the Assemblies of God Church, shall be proposed by the Board of Directors and passed with three quarters (3/4) affirmative vote of the Board members present at a duly called meeting after giving at least four (4) weeks written notice for the meeting including the proposed amendment. Amendments to the Bylaws may be made by the two-thirds (2/3) affirmative vote of the Board of Directors present at a duly called meeting after giving at least two (2) weeks written notice for the meeting including the proposed amendment.

I, the undersigned Secretary of CAPITAL LIFE CHURCH, do hereby certify that the above Constitution and Bylaws were adopted on _____, 2018 by the Board of Directors at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.


Secretary

11/4/18
Date

