

**BYLAWS
OF
ABUNDANT LIFE CHURCH, INC.**

*Newly adopted Bylaws
September 24, 2017*

These Bylaws govern the affairs of Abundant Life Church, Inc., a Maryland Nonprofit Religious Corporation (the "Church" or "Corporation"). The Church is organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended (the "Code").

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this religious nonprofit organization is Abundant Life Church, Inc. The principal office of the Church in the State of Maryland shall be located in Glen Burnie, Anne Arundel County, Maryland, or such other place as the Board may designate from time to time. The Board of Trustees of the Church shall have full power and authority to change any office from one location to another, either in Maryland or elsewhere. The Church shall comply with the requirements of the Code and maintain on file with the Maryland State Department of Assessment and Taxation (SDAT) the name and address of its registered agent in Maryland, who shall be an individual actually residing in the State. The Board of Trustees shall have the authority to change the principal office and the registered agent as provided in the Code.

**ARTICLE 2
STATEMENT OF FAITH AND BELIEFS**

WE BELIEVE:

The Bible is the inspired and only infallible and authoritative Word of God. [2 Timothy 3:16]

There is one God, eternally existent in three persons: God the Father, God the Son, and God the Holy Ghost. [2 Corinthians 13:14]

In the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal future return to this earth in power and glory to rule a thousand years. [Matthew 16:16; 1 Corinthians 15:3-4]

In the blessed hope, which is the rapture of the Church at Christ's coming. [Titus 2:13]

The only means of being cleansed from sin is through repentance and faith in the precious blood of Christ. [1 Peter 1:18-19]

Regeneration by the Holy Spirit is absolutely essential for personal salvation. [John 3:3-5]

The redemptive work of Christ on the cross provides healing of the human body in answer to believing prayer. [1 Peter 2:24]

The baptism of the Holy Spirit, according to Acts 2:4, is given to believers who ask for it. [Acts 2:39]

In the sanctifying power of the Holy Spirit by whose indwelling the Christian is enabled to live a holy life. [Galatians 5:16]

In the resurrection of both the saved and the lost, the one to everlasting life and the other to everlasting damnation. [John 5:28-29]

In water baptism by immersion. [Matthew 28:19]

In the sanctity of marriage between a man and a woman. [Genesis 2:23-24] [Matthew 19:4-6]

ARTICLE 3 AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church shall have the right and responsibility to voluntarily affiliate with any churches (Christian churches and ministries) of like precious faith. This Church voluntarily affiliates with the General Council of the Assemblies of God in its national, state, and local expressions. It also is a member of the Willow Creek Association of churches and patterns itself after the Purpose Driven Church model.

ARTICLE 4 PURPOSES

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

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

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

(c) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Maryland and elsewhere.

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

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

ARTICLE 5 POWERS AND RESTRICTIONS

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

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

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as

defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

ARTICLE 6 MEMBERSHIP

6.01 Membership. Church membership shall be available to all persons who give evidence of their faith in the Lord Jesus Christ, who have been baptized in water by immersion, who voluntarily subscribe to the Church's Statement of Faith and Beliefs (Article 2 above), who agree to submit to the Bylaws of this Church and meet the requirements in Article 6.03.

6.02 About Membership. Members of this church are people who have met the qualifications for membership and are listed on the membership roll. Only Members shall be allowed to occupy positions of significant influence in the Church and only members have the right to vote on matters as set forth in these Bylaws, which require the vote of members. Members are not entitled to vote by proxy or other means, except as provided in these Bylaws.

Candidates for membership shall be presented to the Vision Board for consideration. After approval by at least two-thirds (2/3) of the Vision Board, the new members shall have all the rights, privileges and responsibilities of a Member of the Church. The Vision Board shall retain the right to adopt and amend application procedures for membership in the Church. Power to manage and govern the Church shall be vested in the Board of Trustees (Vision Board) as set forth in Article 8 of these Bylaws.

6.03 Qualifications for Membership. The minimum qualifications for the two classes of membership are as follows:

(a) Members must:

- 1) Be at least eighteen (18) years of age.
- 2) Declare their faith in Jesus as God and their acceptance of Him as Savior.

- 3) Maintain a consistent devotional time and dependence on the Holy Spirit's power daily.
- 4) Be baptized in water by immersion since accepting Christ.
- 5) Have a record of tithing consistently.
- 6) Complete basic courses required for membership.
- 7) Sign a pledge to do the following:
 - a. Commit to adhering to God's Word and follow the example of Jesus Christ
 - b. Live a consistent Christian lifestyle.
 - c. Subscribe to the statement of beliefs of the Church.
 - d. Agree to be bound by the Bylaws of the Church.
 - e. Preserve the unity of the Church.
 - f. Maintain their alignment with the values of the Church
 - g. Support Abundant Life Church by the following:
 - i. Attending celebration services regularly,
 - ii. Tithing consistently,
 - iii. Participating in all called membership meetings,
 - iv. Participating in the ministry of the Church (e.g. mission teams, small groups), and
 - v. Completing advanced discipleship courses when offered

6.04 Termination of Membership. Members shall be removed from the Church roll: (a) at the personal request of the member; (b) when the member transfers membership to another church; (c) death; (d) termination of membership by the Vision Board as it deems necessary, or (e) for failing to meet the conditions of Membership.

The Vision Board shall have the authority to terminate a person's Church membership when, in the opinion of the Vision Board, the member's life and conduct are not in accordance with the membership covenant to support the mission of the Church in the community. Termination of Church membership shall require the majority vote of the Vision Board.

6.05 Restoration of Membership. Terminated members shall have the privilege to be restored by the Vision Board according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when their life-styles are judged to be in accordance with the membership covenant. Restoration of Church membership shall require the vote of two-thirds (2/3) of the Vision Board.

ARTICLE 7
MEETINGS OF CHURCH MEMBERSHIP

7.01 Regular Meetings. Regular Church membership meetings shall be held annually. Notice of the time and place of regular Church membership meetings shall be announced during Celebration Services at least two (2) weekends prior to the regular meeting.

7.02 Special Meetings. Special Church membership meetings shall be called by the Lead Pastor or by any three (3) members of the Vision Board. Special meetings shall be called at any time provided notice of the time and place of the special Church membership meeting is announced during Celebration Services at least two (2) weekends prior to the special meeting.

7.03 Moderator. The Lead Pastor shall moderate all Church membership meetings. In the event that there is no Lead Pastor or the Lead Pastor is incapacitated, and there being no Vice-President of the Church, the Vision Board shall select a moderator *pro tempore* to moderate the membership meeting.

7.04 Quorum. For all Church membership meetings, the quorum shall consist of at least 50% of the Member Partners.

7.05 Voting. All Members present and in good standing, shall have the right to vote on matters of business which are properly presented at any Church membership meeting. A vote of the membership duly taken and recorded shall, by a simple majority, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the person conducting the meeting.

7.06 Notice of Religious Gathering. The annual meeting and special meetings, hereafter called business meetings of Abundant Life Church, are private religious gatherings. Abundant Life Church reserves the right to limit attendance to Abundant Life Church members and guests, and shall take any and all necessary and available actions against disruptive persons so long as such actions do not breach the peace.

ARTICLE 8
MANAGEMENT OF THE CHURCH
VISION BOARD

8.01 Management. Power to manage and govern the affairs of the Corporation is vested in the Board of Trustees of the Corporation, except for powers granted to members by these Bylaws. The term "Board of Trustees" shall mean a board of directors as required by the Code. The Board of Trustees is also known as the Vision Board.

8.02 Spiritual Leadership. The Vision Board shall serve as the spiritual leaders of the Church and will aid the Lead Pastor in developing and implementing long term goals for the Church. The Board will assist the Lead Pastor in assessing and managing risk in the Church. The Vision Board will implement religious standards for decision making and issue policy statements related to

the management of the Church. The Vision Board will seek to mentor members of the Church and through their leadership example, aid in the creation and multiplication of leaders within the Church.

8.03 Number of Vision Board Members. The Vision Board shall consist of the Lead Pastor, and until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional Board members as shall from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Board members shall not be fewer than four (4).

8.04 Term of Vision Board Members. Each Board member, other than the Lead Pastor, shall serve for a period of two (2) years and may serve one successive term, which shall be followed by a mandatory one-year minimum “sabbatical” from the Board. The terms of Vision Board members start and end at the Abundant Life Church Annual Business Meeting. The intended purpose is to achieve staggered terms for the Board members. The Lead Pastor shall always be a full voting member of the Vision Board.

8.05 Chairman of the Board. The Lead Pastor shall serve as the Chairman of the Vision Board and shall preside at all the meetings of the Vision Board. The Lead Pastor shall have the power and discretion to select an Appointee, who shall be endued with all powers of the Lead Pastor, to act in the absence of the Lead Pastor, at any meetings of the Vision Board or Committees. Any reference to the Lead Pastor in these Bylaws shall, by default, make reference also to the Appointee.

8.06 Powers. The Vision Board shall have all of the rights, powers, and responsibilities of a board of trustees pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Vision Board. The Vision Board shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Vision Board shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Vision Board shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness. The Vision Board shall have the option to employ advisors and delegate its authority relative to the disposition of church assets as more specifically set forth in Section 8.14 herein below.

8.07 Nomination and Election. The Lead Pastor shall nominate persons deemed to be qualified to serve on the Vision Board. In addition, the Lead Pastor shall have the option to appoint a Nomination Advisory Team to report to the Lead Pastor regarding suitable nominees. The persons nominated shall be presented to the Vision Board for election at a regular or special Vision Board meeting. Board members shall be Member Partners who are living under the spiritual disciplines of the New Testament, but need not be residents of the state of Maryland.

8.08 Vacancies. The Lead Pastor shall nominate persons deemed to be qualified to serve on the Vision Board to fill any vacancy occurring on the Vision Board, and any position to be filled due to an increase in the number of Board members serving. A vacancy is filled by the affirmative vote of the majority of the remaining Board members, even without a quorum, or even if it is a sole Board member and the Lead Pastor. A person so elected shall be elected for the unexpired term of the predecessor board member.

8.09 Meetings. Regular or Special meetings of the Vision Board shall have the option to be held either within or outside the State of Maryland, but if the notice of the meeting does not specify its location, it shall be held at the Church's principal office in Glen Burnie. A regular or special meeting shall be held at any place consented to in writing by all of the Board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, shall have the option to be held by conference telephone or similar communication equipment, as long as all Board members participating in the meeting can hear and be heard by one another. All Board members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Vision Board shall occur at least annually.

(a) **Regular Meetings.** Regular meetings of the Vision Board shall have the right to be held without notice if the time and place of such meetings are fixed by a resolution of the Vision Board.

(b) **Special Meetings.** A special meeting of the Vision Board shall be called by the Lead Pastor or any two (2) Board members.

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

1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each Board member in a timely and efficient manner by any reasonable means.

2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices shall be communicated to the Board member at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the time and place for the meeting. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of a Vision Board member at a meeting shall constitute waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting that the meeting is not properly called.

8.10 Action without Meeting. Any action required or permitted to be taken by the Vision Board shall have the option to be taken without a meeting if all of the members, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the members.

8.11 Quorum. A majority of the number of Vision Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Vision Board. The members present at a duly called or held meeting at which a quorum is present may continue to discuss business even if enough members leave the meeting so that less than a quorum remains. No action shall be

approved without a quorum present. If a quorum is present at no time during a meeting, a majority of the members present shall adjourn and reconvene the meeting one time without further notice.

8.12 Proxies. Voting by proxy at Vision Board meetings is prohibited.

8.13 Duties of Vision Board Members. Vision Board members shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Vision Board members shall in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel.

Vision Board members do not have the duties of trustees of a trust with respect to the Church or to any property held or administered by the Church, including property that shall have the option to be subject to restrictions imposed by the donor or transferor of the property.

8.14 Delegation of Duties. The Vision Board is entitled to select agents and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the agent deems appropriate. Vision Board members have no personal liability for actions taken or omitted by the agent if the Vision Board acts in good faith and with ordinary care in selecting the agent. The Vision Board shall have the authority to remove or replace the agent, with or without cause. The Vision Board shall have the right to delegate its ability to select and delegate agents to the Senior Management Team, as hereinafter described.

8.15 Interested Parties. To the extent permitted under the Code, contracts or transactions between Vision Board members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. The material facts of any such relationship or transaction, however, must be disclosed to or known by the Vision Board or other group authorizing the transaction, and approval from disinterested Vision Board members must be obtained.

8.16 Actions of Vision Board. The Vision Board shall try to act by consensus. The vote of a majority of the members present and voting at a meeting at which a quorum is present, however, shall be sufficient to constitute the act of the Vision Board unless the act of a greater number is required by law or the bylaws. A Board member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Vision Board.

8.17 No Compensation. Members, including the Lead Pastor, shall not receive salaries or compensation for their services to the Vision Board. The Vision Board shall have the option to adopt a resolution providing for payment to Board members for expenses of attendance, if any, at a meeting of the Vision Board. A Board member shall have the option to serve the Church in any other capacity and receive reasonable compensation for those services.

8.18 Removal of Vision Board members other than the Lead Pastor. The Vision Board shall have the authority to vote to remove a Board member, other than the Lead Pastor, at any time,

with or without cause. A meeting to consider the removal of a Board member shall be called by following the procedures provided in these Bylaws. A Board member shall be removed by the affirmative vote of a majority of the Vision Board members. For provisions regarding removal of the Lead Pastor, see Article 10, Section 10.07.

8.19 Resignation of Vision Board Members. Any Vision Board member shall have the right to resign at any time by giving written notice to the Lead Pastor. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.20 Church Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, the Vision Board shall decide such questions by majority vote.

8.21 Church Disruptions. Any person deemed by the Vision Board to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and shall be ejected summarily so long as such ejection is performed according to law and without breaching the peace.

8.22 Deadlock. In the case where the Vision Board shall be deadlocked for any reason and be unable to reach a conclusive vote on any issue before the Vision Board, then, in such instance, the Lead Pastor, or in the Lead Pastor's absence, the Vice President (if one has been designated), or a person the Lead Pastor has appointed, shall cast an additional ballot which shall be known as a "majority ballot," so that the Vision Board can make the decision regarding an official act or decision. The majority ballot shall be cast in addition to the Lead Pastor's, or in his absence, his appointee's regular vote.

ARTICLE 9 CHURCH OPERATIONS

9.01 Lead Pastor Authority. Pursuant to Section 10.03 herein below, the Lead Pastor shall have full authority regarding personnel decisions. The Lead Pastor shall have the authority to choose to empower other employees to make personnel decisions, subject to the Lead Pastor's approval. The Lead Pastor shall have the privilege to consult with the Personnel Committee or the Senior Management Team in making personnel decisions, but shall in all instances retain ultimate authority to make such decisions.

9.02 Personnel Committee. Pursuant to Section 11.03 herein below, the Vision Board shall have the option to appoint a Personnel Committee consisting of Member Partners of the Church in good standing. The Personnel Committee shall be an advisory resource to the Lead Pastor and or the Vice President that shall be consulted by the Lead Pastor or the Senior Management Team in making decisions regarding personnel, including, but not limited to, hiring and firing.

9.03 Management Board. The Lead Pastor shall have the authority to create a Senior Management Team from among the executive staff and volunteers of the Church to assist him in managing the day to day operations of the Church. The Lead Pastor shall have the authority to create the Senior Management Team as necessary and empower them as is reasonable and appropriate to facilitate the orderly operation of the Church. The Senior Management Team shall not have the powers and authorities of the Vision Board, but shall be able to make such decisions and determinations as are necessary to operate the day-to-day business of the Church.

ARTICLE 10 OFFICERS

10.01 Officer Positions. The officers of the Church shall be the President, Vice President, Secretary, Treasurer, and any other officers chosen at the discretion of the Lead Pastor. The Lead Pastor shall serve as the President and Chief Executive Officer of the Church and shall act as the moderator of the Church. The Lead Pastor shall have the authority to appoint a Member Partner of the Church to act as moderator. In the event of a vacancy in the office of Lead Pastor, the Vision Board shall appoint a member of the Church to act as moderator. The moderator shall establish the agenda, protocol and rules of order for each meeting and shall conduct the meeting accordingly. The Lead Pastor shall have the authority to create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

10.02 Election and Term of Office. The Lead Pastor of the Church shall hold office until he resigns, retires, is removed pursuant to Article 10, Section 10.07, or dies.

In the event of a vacancy in the office of the Lead Pastor if it is not a “for cause” termination or a resignation in lieu of a “for cause” termination or due to death or disability, then, prior to his resignation, the Lead Pastor may nominate a successor. The Vision Board shall establish a Lead Pastor Selection Committee to consider the Lead Pastor’s nominee and any other candidates found to be worthy of consideration. The Selection Committee shall make its recommendation known to the Vision Board. The election shall take place at a regular or special meeting of the church body called for the purpose of electing a new Lead Pastor.

All other officers of the Church shall be appointed by the Lead Pastor. The term of all offices other than that of Lead Pastor-President shall be one year; however, such officers shall have the option to serve consecutive terms without limitation.

10.03 Lead Pastor. The Lead Pastor shall be the President of the corporation and shall be in charge of all the ministries of the Church. The Lead Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Lead Pastor shall be responsible for choosing and hiring a staff and shall supervise directly or by delegation all staff members so hired. The Lead Pastor

shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment with or without cause.

The Lead Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament and those policies articulated by the Vision Board. As such, the Lead Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Vision Board, and all Church Advisory Committees, to accomplish the New Testament purposes of the Church. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

10.04 Vice President. The Lead Pastor shall have the right, after consultation with the Vision Board to appoint a Vice President of the Church. When the Lead Pastor is absent, is unable to act, or refuses to act in his role as chairman of the Vision Board, the Vice President shall perform the duties of the Lead Pastor. When the Vice President acts in place of the Lead Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Lead Pastor. The Vice President shall perform other duties as assigned by the Lead Pastor or Vision Board. Except as expressly authorized by the Vision Board, the Vice President shall have no authority to sign for or otherwise bind the Church.

10.05 Treasurer. The Lead Pastor shall appoint the Treasurer of the Church. The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Vision Board; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Lead Pastor or by the Vision Board; (h) if required by the Vision Board, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Vision Board; and (i) perform all of the duties incident to the office of treasurer.

10.06 Secretary. The Lead Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Vision Board and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, Trustee, officer, and employee of the Church; (f) perform duties as assigned by the Lead Pastor or by the Vision Board; and (g) perform all duties incident to the office of secretary.

10.07 Removal of Lead Pastor-President/Chief Executive Officer. Subject to the terms and rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed, by the affirmative vote of at least two-thirds (2/3) of the Vision Board members present in person at any general or special meeting properly called pursuant to Article 8, Section 8.09 of these Bylaws, for any of the following reasons: (a) falling into sinful and worldly practices without repentance; (b) failing to carry out the mission and stated purpose of Abundant Life Church consistent

with the Constitution and Bylaws; (c) teaching doctrines inconsistent with The Holy Bible (d) neglect of duties; (e) resignation; or (f) death or disability.

10.08 Removal of Other Officers. All other Church officers shall be removed, with or without cause, by a vote of the Lead Pastor and a majority vote of the members of the Vision Board.

10.09 Resignation of Officers. Any Officer shall have the right to resign at any time by giving written notice to the Chief Executive Officer of the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

ARTICLE 11 COMMITTEES AND ADVISORY TEAMS

11.01 Establishment. The Vision Board shall have the option to, at its discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any and all Advisory Teams shall conform to rules established by the Vision Board.

11.02 Independent Compensation Committee. Annually, the Vision Board shall adopt a resolution establishing an Independent Compensation Committee. The Lead Pastor shall not be the chairman or a voting member of the Committee. At least two of the persons serving on the Committee shall be Vision Board members. The Committee shall be elected by a vote of the Vision Board. The Independent Compensation Committee shall determine and approve the Lead Pastor's compensation, as well as that of any of his family members. In so doing, the Independent Compensation Committee shall consider duties, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The Lead Pastor shall not determine any family member's salary and benefits, but shall make recommendations regarding salary and/or benefits for the executive staff, which recommendations shall be subject to the approval of the Independent Compensation Committee.

11.03 Delegation of Authority. Each Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Vision Board establishes or delegates any of its authority to a Committee, it shall not relieve the Vision Board, or members, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Vision Board shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation, Constitution, or Bylaws of the Church; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e)

revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a Vision Board member or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 12, Section 12.04 below; or (j) take any action outside the scope of authority delegated to it by the Vision Board or in contravention of the Code.

The Vision Board shall have the authority to designate various Advisory Teams, which will have no duty or authority, but to advise the Vision Board. Such Advisory Teams shall only function in an advisory capacity to the Vision Board. The Lead Pastor shall have the power to appoint and remove members of all Advisory Teams. The Lead Pastor shall serve as an ex officio member of all Advisory Teams. The Vision Board shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

11.04 Term of Office. Each member of a Committee or Advisory Team shall serve until the next annual meeting of the church membership, or until a successor is appointed. The term of any Committee or Advisory Team member shall have the option to terminate earlier, however, if the Committee or Advisory Team is terminated by the Vision Board, or if the member dies, ceases to qualify as a Member Partner, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team shall be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the former Committee member's term.

11.05 Chair and Vice-Chair. Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the Chair, and another member shall be designated as the Vice-Chair. The Chair and Vice-Chair of each Committee and Advisory Team shall be appointed by the Lead Pastor with consultation from the outgoing Chair. The Chair shall call and preside at all meetings. When the Chair is absent, is unable to act, or refuses to act, the Vice-Chair shall perform the duties of the Chair. When a Vice-Chair acts in place of the Chair, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair.

11.06 Quorum. The presence of one half the members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to discuss business even if enough members leave the meeting so that less than a quorum remains. No action shall be approved, however, without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is not present at any time during a meeting, the chair shall have the authority to adjourn and reconvene the meeting one time without further notice.

11.07 Actions. Committees and Advisory Teams shall try to take action by consensus. The vote of a majority of members present and voting at a meeting at which a quorum is present, however, shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 12 TRANSACTIONS OF THE CHURCH

12.01 Contracts and Legal Instruments. The Vision Board shall have the authority to authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority shall have the option to be limited to a specific contract or instrument, or it shall have the option to extend to any number and type of possible contracts and instruments.

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

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

12.04 Potential Conflicts of Interest. The Church shall not make any loan to a Vision Board member or officer of the Church. A Board member, officer, or committee member of the Church shall have the right to lend money to and otherwise transact business with the Church except as otherwise provided by the Articles of Incorporation or these Bylaws, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a Vision Board member, officer, or committee member of the Church unless the financial interests of a Board member or officer has been fully disclosed to the Vision Board, and the transaction is described fully in a legally binding instrument, and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a Board member, officer, or committee member of the Church without full disclosure of all relevant facts prior to entering into the transaction, or without the approval of the Vision Board, not including the vote of any person having a personal interest in the transaction. Vision Board members and officers have a continuing duty to self-report potential conflicts of interest.

12.05 Ownership and Distribution of Property.

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

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the

Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the Vision Board; (4) any assets not otherwise disposed of by the Vision Board shall be disposed of by the Potomac District Council of the Assemblies of God; and (5) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

12.06 Approval of Purchases. The purchases of fixed assets by the Senior Management Team in excess of \$25,000.00 shall be subject to the prior approval of the Vision Board.

12.07 Membership Approval of Purchase or Sale of Real Property. The purchase or sale of real property shall be subject to the approval of a majority of the membership of the Church present and voting at a regular or special meeting of the Church, which has been called for the consideration of the proposed purchase or sale of real property.

ARTICLE 13 BOOKS AND RECORDS

13.01 Required Books and Records. The Church shall keep correct and complete books and records of account.

13.02 Fiscal Year. The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

13.03 Audited Financial Statements. The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the Vision Board.

ARTICLE 14 INDEMNIFICATION

14.01 Indemnification. To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Vision Board member, Pastor, officer, committee member, employee, or agent of the Church who was, is, or shall be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. Reasonable expenses shall be advanced by the Church in defending such actions.

14.02 Determination of Right. A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Vision Board.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01 Amendments to Bylaws. A majority vote of Church Members present at a regular and or special called business meeting shall be necessary to alter, amend or repeal these Bylaws and to adopt new Bylaws.

15.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Maryland. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they shall have the privilege to be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

15.03 Seal. The Vision Board shall provide for a corporate seal.

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

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

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

If a dispute should result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on

acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 16 VISION BOARD EMERGENCY QUORUM

An “emergency” exists for the purposes of this section if a quorum of the Vision Board cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Vision Board shall have the authority to: (i) modify lines of succession to accommodate the incapacity of any Board member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Vision Board only needs to be given to those Board members for whom such notice is practicable. The Vision Board shall have the option to give such notice by any reasonable means. The Vision Board shall deem, that is, appoint one or more officers of the Church present at a meeting of the Vision Board to be Board members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and shall not be the basis for imposing liability on any Board Member, officer, employee or agent of the Church on the grounds that the action was not authorized. The Vision Board shall reserve the right to also adopt emergency bylaws, subject to amendments or repeal by the full Vision Board, which are necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the Vision Board; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Vision Board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the secretary of Abundant Life Church, Inc. and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted at a meeting of the Members on _____.

DATED: _____

By: _____

Name: _____

Title: Secretary