

AMENDED & RESTATED BYLAWS
OF
FIRST BAPTIST CHURCH OF WEST PALM BEACH, FLORIDA
a Florida Not for Profit Corporation

ARTICLE I
Name and Principal Office

The name of the Corporation is First Baptist Church of West Palm Beach, Florida d/b/a Family Church. The Corporation will be referred to hereinafter as the “Church.” The Church maintains its principal address at 1101 South Flagler Drive, West Palm Beach, Florida 33401. The Officers of the Church shall have full power and authority to change the principal office from one location to another.

ARTICLE II
Purpose

The Church is a body of baptized believers, which has the Bible as its authority and The 2000 Baptist Faith & Message as its guide for faith and practice. The 2000 Baptist Faith & Message does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. The Church shall be Christ-centered, pastor-led, staff-directed, deacon-served, committee-advised, and congregationally-approved. Additionally, the Church is to reach people with the Gospel of Jesus Christ, provide a community of worship, and foster, encourage, support, organize and assist all Great Commission work.

ARTICLE III
Affiliation

This 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, this Church voluntarily affiliates with the Southern Baptist Convention in its international, national, state, and local expressions.

ARTICLE IV
Membership

Section I: Qualifications for Membership

To qualify for membership in the Church, a person must commit to a personal relationship with Jesus Christ and be baptized by immersion. In addition, new members may be asked to fulfill the requirements of a “new member” class, and existing members may be asked to sign commitment documents as developed by the Lead Pastor and approved by the Voting Members from time to time.

With regard to persons who meet the above qualifications for membership, the Church has two classes of members:

- A. Voting Members are members who are at least 18 years of age; and
- B. Youth Members are members who are less than 18 years of age.

The Church will maintain a roll reflecting the names and other necessary information of all members, which may be updated from time to time.

Section II: Rights of Voting Members

All Voting Members are expected to participate in and contribute to the activities of the Church in accordance with these Bylaws and the policies of the Church.

Section III: Voting by Voting Members

At all meetings of the members, each Voting Member physically present at the meeting shall be entitled to cast one vote on all matters submitted to the members. The vote of a majority of the total number of Voting Members present at a meeting shall be required for approval of all matters submitted for a vote of the members. Voting Members may not vote by proxy. The taking of any of the following actions shall require the approval of the Voting Members:

- A. Calling of a Lead Pastor;
- B. Adoption or amendment of the Church budget;
- C. Purchase, sale, or lease of real estate;
- D. Entering into a contract with a term greater than five (5) years in length;
- E. Borrowing money or pledging of Church assets;
- F. Amending these Bylaws or the articles of incorporation of the Church; and
- G. Approving proposed Leadership Committee members.

The Board of Directors may submit any other matters to a vote of the Voting Members.

Section IV: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death;
2. Transfer of membership to another church;
3. By personal request of the member;
4. The failure to return the required commitment documents within a reasonable time; or
5. Dismissal by the Lead Pastor under the following conditions:

A. The member's life and conduct is lived in such a way that the member is: (i) hindering the ministry influence of the Church in the community; (ii) hindering the operation of the Church; or (iii) in the Lead Pastor's judgment, the best interests of the Church would be served by amputative discipline of the member; and

B. The procedure for dismissal of the member shall be according to Matthew 18:15-17, with approval by a majority of all Deacons present at a meeting of the Deacons.

Section V: Restoration of Membership

Members dismissed by the Lead Pastor and Deacons may be restored to membership by the Lead Pastor and a vote of a majority of Deacons present at a meeting of the Deacons.

ARTICLE V
Membership Meetings

Section I: Place and Manner of Meetings

Meetings of the members shall be held at the principal office of the Church or such other location as is designated by the Officers or the Lead Pastor. The Lead Pastor or his designee (or if there is no Lead Pastor, the Interim Pastor) shall moderate all meetings, and those Voting Members in attendance shall constitute a quorum. All motions made during the meeting must be brought to the floor through the Lead Pastor (or if there is no Lead Pastor, the Interim Pastor) or a Leadership Committee. The New Testament shall serve as the authority and guide for conduct of all member meetings. The conduct of all members is to be in a superseding spirit of love for one another and in submission to the authority of our Lord and Savior, Jesus Christ.

Section II: Annual and Quarterly Meetings

The Church shall hold an annual meeting, and may hold quarterly meetings of the members at such times as determined by the Officers or the Lead Pastor. The purpose of the annual and quarterly meetings shall be to elect the Officers, approve the proposed Leadership Committees of the Church, and adopt the annual budget. Any other business may be conducted at the annual or quarterly meetings. All motions to submit a matter to a vote of the members during the annual

and quarterly meetings must be made by the Lead Pastor or the chairperson of a Leadership Committee. Notice of the date, time and place of each annual and quarterly meeting shall be provided through the Church bulletin at least two (2) weeks prior to the date of the meeting or announced at all worship services at least two (2) Sundays prior to the date of the meeting.

Section III: Special Meetings

Special meetings may be called at any time by the Officers, the Lead Pastor, or the chairperson of a Leadership Committee for any purpose. The Lead Pastor (or, if there is no Lead Pastor, the Interim Pastor) shall moderate the special meeting, and those Voting Members in attendance shall constitute a quorum. All motions made during the special meeting must be made by the Lead Pastor (or if there is no Lead Pastor, the Interim Pastor) or the chairperson of a Leadership or Pastor Search Committee. Notice of the date, time, place and purpose of each special meeting shall be provided through the Church bulletin and announced at all worship services at least two (2) Sundays prior to the date of the special meeting, except that if the special meeting is to be held on a Sunday after all of the morning worship services on that day, that Sunday may be counted as one of the two Sundays for notice purposes.

ARTICLE VI **Officers and Directors**

Section I: Directors

The Officers shall be and constitute the Board of Directors. There shall be five (5) Directors serving on the Board. The term for each Director shall be one (1) year. However, a Director may serve successive terms so long as qualified and approved by the Voting Members of the Church in accordance with these Bylaws. The Officers and Directors are referred to herein as the Officers of the Church.

Section II: Officers

The Officers of the Church shall be a President, two Vice Presidents, a Secretary and a Treasurer. All Officers must be Voting Members of the Church. The Lead Pastor will not serve as an Officer of the Church, but will participate in meetings of the Officers on a non-voting basis. The Officers of the Church will be nominated by the Nominating Committee and elected by the Voting Members at a meeting of the members.

Section III: Duties of Officers

President. The President shall be the Chairman of the Board of Directors and shall conduct or be responsible for conducting all meetings of the Officers. The President shall also be the Chairman of the Executive Committee.

Vice Presidents. In the temporary absence or inability of the President to perform his duties, the Lead Pastor will select a Vice President to serve as the acting President, with all the rights, privileges and powers as if he had been the duly elected President.

Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Officers and the members and shall accurately record and certify all actions taken at such meetings. The Secretary shall arrange for copies of the minutes of each meeting to be sent to all

Officers. The Secretary shall be the custodian of the corporate seal and all corporate records except the financial records and shall be responsible for authenticating all corporate records. The Secretary shall be responsible for providing notices of all meetings of the Officers and shall perform such other duties as are incidental to the office of Secretary.

Treasurer. The Treasurer shall have custody of the financial records of the Church and shall be the Officers' liaison with the Finance Committee and may participate in Finance Committee meetings. The Treasurer shall perform all duties as are incidental to the office of Treasurer.

Section IV: Election of Officers

The Officers of the Church will be nominated by the Nominating Committee and elected by the Voting Members at a meeting of the members. Each Officer shall serve a term of one year or until his or her successor is qualified and elected, and may serve successive terms.

Section V: Removal of Officers

All Officers may be removed, with or without cause, by the Voting Members at any meeting of the members, without prejudice to any economic rights that may exist under any written contract of employment.

Section VI: Officer Vacancies

If any Officer position becomes vacant for any reason, a successor to such vacancy may be elected to serve the balance of the current term of office by the vote of a majority of the remaining Officers, provided such successor has been recommended by the Nominating Committee and approved by the Lead Pastor.

Section VII: Powers

General corporate powers. Subject to the provisions and limitations of the Florida Not for Profit Corporation Act, any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Officers. The Officers are directed to serve in the best interests of the Church and the purposes of these Bylaws.

Specific Powers. The Officers shall have the power to execute and deliver all documents, pay all fees and expenses and take all such other actions as may be necessary, desirable or expedient to implement actions approved by the Voting Members in accordance with these Bylaws, including to:

- A. Purchase, sell, or lease real estate;
- B. Enter into a contract with a term greater than five (5) years in length;
- C. Borrow money or pledge Church assets; and
- D. Any other actions specifically directed and approved by the Voting Members of the Church.

ARTICLE VII
Meetings of the Officers

Section I: Meetings of Officers

All meetings of the Officers shall be held on such date and at such time and place as they deem appropriate or as called by the Lead Pastor. All meetings may be held in person or through secured electronic means.

Section II: Quorum

A minimum of three (3) Officers must participate at a meeting of the Officers to constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Officers participating at a meeting duly held at which a quorum is present shall be the act of the Officers. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the departure of any Officer.

ARTICLE VIII
Lead Pastor, Deacons, Leadership Committees, and Leadership Council

Section I: Lead Pastor

The Lead Pastor of the Church shall be called by the Voting Members at a regular or special meeting for which proper notice has been given in accordance with these Bylaws. The Lead Pastor shall serve as the organizational and spiritual leader of the Church as prescribed in the New Testament.

For purposes of the Church's faith, doctrine, practice, policy and discipline, the Lead Pastor is the Church's final interpretive authority on the Bible's meaning and application.

The Lead Pastor or his designee shall have to assist him such ministerial personnel and pastors as he determines shall be necessary and as provided for by the Church budget. The Lead Pastor shall have supervisory authority over all employees of the Church, including the authority to terminate employment.

Removal or Resignation. The Lead Pastor may be removed, with or without cause, only by the vote of at least two-thirds (2/3) of the members of the Leadership Council at a meeting called in accordance with these Bylaws. The Lead Pastor may resign by delivering a written letter of resignation to the President of the Church stating that he is resigning and the effective date of such resignation.

Procedure for Selection of New Lead Pastor. Upon incapacity, death, resignation or removal of the Lead Pastor, the President of the Church, Chairman of the Deacons, and the Chairperson of each of the Leadership Committees (i.e., Finance, Personnel, Nominating, and Legal committees) shall automatically become the Executive Committee. The President of the Church shall serve as the Chairman of the Executive Committee. The Executive Committee shall promptly convene to select a Pastor Search Committee of not more than nine (9) and not less than seven (7) members, each of whom shall be a Voting Member. The Executive

Committee shall select the Chairman of the Pastor Search Committee. The Executive Committee will appoint an Interim Pastor to perform all Lead Pastor duties until the Church calls a new Lead Pastor. Until the Church calls a Lead Pastor, the Interim Pastor and the Pastor Search Committee shall be accountable to the Executive Committee. The vote of at least two-thirds (2/3) of the members of the Pastor Search Committee shall be required to recommend a new Lead Pastor to the Church. The Executive Committee may remove and appoint interim pastors, as it deems necessary or desirable.

Section II: Leadership Council

The Leadership Council shall consist of the Officers, Chairman of the Deacons, Staff of the Lead Pastor's Choosing, and the members of the Leadership Committees. The Lead Pastor, or in his absence the President of the Church, will lead and serve as chairman for all meetings of the Leadership Council. The Lead Pastor may convene meetings of the Leadership Council to obtain advice and recommendations, as necessary or desirable. Meetings of the Leadership Council may also be called by a majority of the Officers. Meetings of the Leadership Council shall be called by notice given to each member at least 48 hours prior to the time of the meeting and shall be held at the principal office of the Church. Notice may be given by mail, telephone, electronic communication, text message or any other means by which it may be actually received by the intended recipient.

Section III: Leadership Committees

The Leadership Committees provide guidance and also ensure accountability of the Lead Pastor and Officers to the Church. The Leadership Committees of the Church shall include the Nominating, Finance, Legal and Personnel Committees, and any Pastor Search Committee. Each Leadership Committee shall consist of at least five (5) Voting Members of the Church. The members of the Leadership Committees shall be selected annually by the Nominating Committee, approved by the Lead Pastor, and affirmed by vote of the Voting Members. It is the responsibility of the Leadership Committees to have and acquire the information and knowledge necessary to make recommendations to the Lead Pastor and membership, if necessary, regarding the subject matter for which the committee was formed.

The general purposes for the Leadership Committees are the following:

Nominating Committee. This committee recommends all Officers and Committee members to the Lead Pastor and the Church.

Finance Committee. This committee advises and proposes the Annual Budget to the Church for approval, ensures that an annual, independent audit is performed and reviewed, and meets monthly to review the financial status of the Church.

Legal Committee. This committee serves in an advisory capacity to the Lead Pastor and Officers, and assists with legal matters and compliance with the articles of incorporation and bylaws of the Church. This committee will annually review the bylaws of the Church and make recommendations to the Lead Pastor and Officers, as appropriate.

Personnel Committee. This committee works with the Lead Pastor to set compensation for all other Church employees, and provides advice, counsel and accountability for all personnel

policies and procedures for the Church. This committee will be responsible for the setting of the compensation of the Lead Pastor.

Section IV: Deacons

The Deacons shall be nominated by the members of the Church. Deacons are to be approved by the Lead Pastor and the Chairman of the Deacons, and affirmed by a vote of the Voting Members. Deacons shall assist the Lead Pastor in serving the Church where necessary. The Lead Pastor shall have the discretion to remove a Deacon either with or without cause, with the approval of the Chairman of the Deacons.

ARTICLE IX

Statement on Sanctity of Human Life

The Church believes in the sanctity of human life. The Church believes that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life.

ARTICLE X

Statement on Gender, Marriage and Sexuality

The Church believes that God created human beings in his image in two sexual kinds—male and female (Gen. 1:26-27). Gender is a part of God’s good creation, a revealed biological reality, identifiable at birth, and evident in the course of everyday life in expressions of masculinity and femininity.

God designed men and women to unite in marriage, which is a complementary (involving one of each sexual gender), comprehensive (involving all of life, including physical sexual union), exclusive (monogamous and faithful), permanent (until separated by death), and generative union (designed for and oriented toward the bearing and rearing of children) (Gen. 2:18-25). Through this union, a husband and wife picture for humanity the relationship between Christ and his church (Eph. 5 22-33).

A part of God’s benevolent design, marriage is basic to human flourishing and arises in cultures across history from realities that are discernable in creation (Ro. 1:18-27): the anthropological reality that men and women are different and complementary; the biological reality that they unite to create new life; the sociological reality that children deserve to be with the mother and father that created them. Only men and women can unite in marriage since only a man and a woman can unite in a way that honors the nature of human sexuality.

Sexual intimacy is the exclusive privilege and responsibility of a husband and wife (1 Cor. 6:18; 7:2-5; Heb. 13:4). Because of Adam’s sin, every human being is born sexually perverted, creatively and destructively seeking sexual fulfillment in ways that ignore the Creator, reject his design, and distort his intent. Any form of sexual immorality (including adultery, fornication, homosexual behavior, incest, and use of pornography) is sinful and offensive to God (Matt. 15:18-20; 1 Cor. 6:9-10).

While all people are sexual sinners, God offers redemption to all who confess and repent of their sin, seeking His mercy for forgiveness through Jesus Christ. By means of God’s Spirit, his Word, in the context of the church, real transformation is possible for sexual sinners of every kind, even if final glorification awaits us in the new creation.

All persons—regardless of what they may believe or practice—are worthy of kindness, dignity, and respect because they are made in the image of God. Love for God and people requires that Christians speak about these things and that they do so in a manner consistent with the compassion and conviction of the Lord Jesus Christ.

ARTICLE XI

Indemnification of Directors, Officers, Employees, or Other Agents

Section I: Definitions

As used in this Article:

“Agent” shall mean any current or former Director, Officer, employee, or other agent of the Church who was or is serving within the course and scope of their duties as a Director, Officer, employee, or agent of the Church;

“Proceeding” shall mean any threatened or actual claim, legal action, or proceeding, whether civil, criminal, administrative, or investigative; and

“Expenses” shall mean and include, without limitation, all attorneys’ fees and legal expenses reasonably incurred in the defense of any Proceeding against an Agent, along with all attorneys’ fees and legal expenses reasonably incurred in establishing entitlement to indemnification under this Article.

Section II: Entitlement to Indemnity

An Agent who has successfully defended against any Proceeding, as evidenced by a final judgment that is no longer subject to appeal, shall be indemnified by the Church for all Expenses. If the Proceeding settles prior to judgment or the Agent sustains a judgment imposing liability on the Agent, the Agent shall be indemnified by the Church for any settled or completed Proceeding for all Expenses if the following conditions are met:

1. *Required Standard of Conduct.* The Agent must be found to have acted in good faith, in a manner which the Agent believed to be in the best interest of the Church, and with

such care as an ordinarily prudent person in a like position would have exercised under similar circumstances. The termination of the Proceeding by adverse judgment or settlement shall not, in and of itself, create a presumption that the Agent did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of the Church. However, the Agent must have had no reasonable cause to believe that his or her conduct was unlawful, if applicable.

2. *Manner of Determination of Standard of Conduct.* The determination of whether the Agent met the required standard of conduct shall be made by:

A. The Officers, by a majority vote of the disinterested Officers who were not parties to the Proceeding; or

B. The court in which the Proceeding was or is pending. Such determination may be made on application brought by the Church or the Agent.

Section III: Limit of Indemnity

The Agent shall be entitled to indemnification unless prohibited by Florida law.

Section IV: Advancement of Expenses

In its discretion, the Church may pay the Expenses incurred by an Agent entitled to indemnification under the terms of this Article in advance of the final disposition of the Proceeding.

Section V: Insurance

Subject to the provisions of this Article, the Officers may authorize the Church to purchase and maintain one or more policies of insurance providing coverage to any Agent of the Church against any liability asserted against or incurred by the Agent in such capacity or arising out of Agent's status as such, regardless of whether the Church has the obligation to indemnify the Agent.

ARTICLE XII

Maintenance of Official Books and Records

The Church shall maintain all books and records as required by Florida law.

ARTICLE XIII

Amendments to the Bylaws

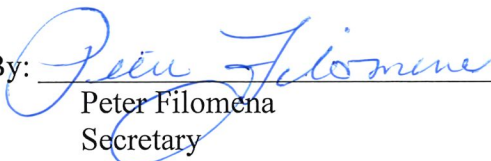
These Bylaws or any provision of them may be altered, amended, or repealed, and new bylaws may be adopted, by the Voting Members in accordance with these Bylaws. The proposed action to be taken and proposed changes shall be posted on the Church's website at least thirty (30) days prior to the meeting at which the vote is to be taken.

CERTIFICATION OF ADOPTION

These Bylaws of the Church have been duly adopted this 23rd day of September, 2018, by the members of the First Baptist Church of West Palm Beach, Florida pursuant to, and in accordance with, the requirements of the Bylaws that were in existence at that time.


IN TESTIMONY WHEREOF, witness the hand of the undersigned as Secretary of the Church on such date, and approved by the Chairman and President of the Church.

First Baptist Church of West
Palm Beach, Florida

By:  _____
Peter Filomena
Secretary

Approved by:

First Baptist Church of West
Palm Beach, Florida

By:  _____
Jon Dickinson
Chairman and President
WPB ACTIVE 8669867.1