

**BYLAWS
OF
CENTERPOINT COMMUNITY CHURCH,
a Virginia nonstock corporation**

ARTICLE I. PURPOSE

The affairs and activities of Centerpoint Community Church (the “Church”) shall be carried out at all times for the purposes and according to the terms set forth in its Articles of Incorporation and these Bylaws and in conformity with all applicable law and the provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) and the Regulations issued thereunder affecting nonprofit organizations as such are described in Section 501(c)(3) of the Code. The specific purpose of the Church is to operate as a Christian church.

ARTICLE II. MEMBERSHIP

Section A. Members

The Church shall have no members as the term “member” is used in the Virginia Nonstock Corporation Act. Rather, in these Bylaws, the term “Member” shall refer to individuals who meet certain criteria and have specific rights, all as set forth in these Bylaws.

1. Individuals shall qualify (and continue to qualify) as Members in accordance with the standards set forth by the Church’s board of directors (the “Board”) from time to time. Upon admission, each such person shall be deemed an Active Member. Active Members shall have those voting rights set forth elsewhere in these Bylaws.
2. A Member shall cease to qualify as an Active Member and shall thereafter qualify as an Inactive Member upon determination by the Board in its sole discretion that the Member (a) has been absent from each of the Church’s worship services for a period of not less than six consecutive months and (b) has not attended any meeting of the Members for a period of not less than twelve consecutive months. Inactive Members shall have no voting rights.

Any other provision of these Bylaws notwithstanding, an individual shall cease to qualify as a Member upon (1) his or her request that his or her membership be terminated; (2) his or her having transferred to another church; (3) his or her failure (as determined by the Board in its sole discretion) to conduct himself or herself in a manner that comports with moral and ethical standards adopted by the Board from time to time; (4) his or her being an Inactive Member for one year, unless an exception is made by the Elders; or (5) his or her death.

3. An individual may re-qualify as an Active Member in accordance with standards set forth by the Church’s board of directors from time to time.

Section B. Quarterly Meetings

The Church shall hold a meeting of the Members each quarter at a time fixed in accordance with these Bylaws (these quarterly meetings being referred to herein as “Regular Meetings”). Meetings of the Members may be held at such place, in or out of the Commonwealth of Virginia, as may be provided in the notice of the meeting. Notice of each Regular Meeting shall be announced in each service of the Church held on the two Sundays immediately prior to the Regular Meeting.

Section C. Special Meetings

The Church shall hold a special meeting of the Members on call of the chairman of the Board, the president, or the Board.

Special Members’ meetings may be held at such place in or out of the Commonwealth of Virginia as may be provided in the notice of the meeting.

Notice of each special Members’ meeting shall be announced in each service held by the Church on the Sunday prior to the meeting.

Only business within the purpose or purposes described in the meeting notice may be conducted at a special Members’ meeting.

Section D. Conduct of Meetings

The Board shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting.

Section E. Voting Entitlement in the Election of Directors

In the election of directors, every Active Member is entitled to one vote for as many persons as there are directors to be elected at that time. Active Members shall not have a right to cumulate their votes for directors.

In all other matters concerning which the Active Members shall be entitled to vote, each Active Member shall be entitled to one vote.

Section F. Additional Provisions Related to Members

1. The following actions shall be taken only by the Church’s Active Members:
 - a. Annual election of pastors (including, without limitation, lead pastors [each a “Lead Pastor”]), directors, and ministry leaders, in each case following nomination by the Board;
 - b. Appointment of a new pastor, including a new Lead Pastor (regardless of whether the nominee is currently a pastor of the Church), following his nomination by the Board; and
 - c. Changes to the Church’s Articles of Faith and Practice or these Bylaws.

Further, the Church shall only convey, transfer, mortgage, or otherwise deal with its real estate (except for the maintenance thereof) upon the approval of the Active Members.

2. The Board shall present ministry and business reports to the Members annually. The Board-approved budget shall also be presented to the Members annually at a Members' meeting near the start of the Church's fiscal year.
3. For agenda items requiring a vote of the Members, the Board shall include the language of each relevant motion as part of the notice for the meeting. During the meeting, the Members shall be provided an opportunity for questions and discussion and shall then be asked to vote "yes" or "no" on the motion. Alternative motions or amendments shall not be allowed. If a motion is not approved due to a majority "no" vote, the Board shall solicit comments and concerns from the Members as part of determining the best course of action.
4. Any matter to be voted on by the Active Members shall be passed upon an affirmative vote of a majority of a quorum of Active Members. Unless otherwise set forth in these Bylaws, a quorum shall consist of thirty percent of the Active Members of the Church. Only Active Members shall vote.

ARTICLE III. BOARD OF DIRECTORS

Section A. Number, Qualifications, and Term

The affairs of the Church shall be exercised, managed, and governed by or under the authority of a board of directors composed of not less than five nor more than fifteen directors, the precise number being determined by the Board from time to time. Directors shall: (1) be at least eighteen years of age, (2) have demonstrated an interest in and commitment to the Church's purpose, (3) have an ability to decide and address issues impacting the Church, and (4) be an Active Member of the Church. Each director shall be elected by the Active Members upon the affirmative vote of at least eighty percent of the votes entitled to be cast by the Members at a meeting at which a quorum is present and shall serve until the next annual meeting of the Members and until his successor is elected and qualified, unless earlier removed. Each director shall be eligible for re-election. No person may be elected by the Active Members unless having first been nominated by the Board.

Section B. Removal, Resignation and Vacancies

Any director may be removed from the Board by the affirmative vote of two thirds of the directors (other than the director being removed) upon their determination, in their sole discretion, that the director has failed in performing his duties, has insufficient capacity to perform his duties, or has exhibited substantial moral failure. The Board shall explain to the Members its reasons for removing a director.

Any director may resign at any time by delivering written notice of his intent to the Board, the chairman thereof, or the secretary. Such resignation shall be effective when the notice is delivered, unless a later effective date is specified in the notice.

Any vacancy on the Board, whether caused by removal, resignation, increase of the size of the Board, or any other cause, shall be filled by the remaining directors. The new director shall

serve until the next annual meeting of the Members and until his successor is elected and qualified, unless earlier removed.

Section C. Powers and Duties of the Board

The Board shall be responsible for all fiduciary, financial, and legal matters, including, but not limited to:

- Presentation of pastors, elders, and ministry leaders for approval by the Active Members.
- Approval of compensation and benefits for Church employees.
- Review of, amendment of, and approval of any long-term or capital budgets for the Church.
- Annual presentation of the church's budget(s) to the Active Members.
- Selection and approval of auditors or legal counsel on behalf of the Church if such services are required or beneficial. If an external audit is to be conducted, the Board shall appoint an Audit Committee.
- Establishment, amendment, or cancellation of any contract, lease, or other legal or financial agreement involving the Church (collectively, "Agreements"). Authority to enter into Agreements on behalf of the Board is granted to the Lead Pastor(s) and secretary and such others as may be designated in writing by the Board from time to time, subject to any limits approved by the Board.
- Approval of individuals or businesses providing accounting or bookkeeping services for the Church.
- Designation in writing of individuals authorized to write checks or make electronic payments with Church funds.
- Review and approval of internal financial procedures and policies.
- Review and recommendation of any conveyance, transfer, mortgage of, or dealings in, real estate prior to approval by the Active Members.
- Review and recommendation of any amendments or changes to the Articles of Faith and Practice or these Bylaws for presentation to, and approval by, the Active Members.
- Approval of partnerships with other organizations and ministries.

Any provision of these Bylaws notwithstanding, the Board may exercise the powers of the Church to borrow money and to mortgage or charge its property or any part thereof as security for any debt, liability or obligation of the Church only upon having obtained approval of the Active Members therefor.

Section D. Composition

A majority of the Board shall be individuals who are not pastors or other full-time paid staff of the Church. Each director shall be male.

Section E. Meetings

1. Notice of meetings of the Board may be given in any manner authorized by law, including oral notice. The secretary shall give directors at least seven days' notice of the Board meeting.

2. Any director may call a special meeting of the Board by notifying the secretary.
3. Meetings of the directors may be held at any time without notice if all directors are present or if those not present waive notice in writing either before or after the meeting.

Section F. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent, specifically setting forth the action to be taken, is signed by all the directors entitled to vote with respect to the particular subject matter. The consent shall have the same force and effect as a unanimous vote of directors.

Section G. Quorum

The presence of a majority of the directors at any Board meeting shall constitute a quorum for the transaction of business, but less than a quorum shall have power to adjourn the meeting from time to time. The act of a majority of the directors present at any Board meeting at which there is a quorum shall be the act of the Board.

Section H. Compensation

No salary or compensation shall be paid to any director in his capacity as a director. However, nothing herein shall be construed to preclude (a) any director from serving the Church in any other capacity and receiving reasonable compensation or (b) the payment of travel and other expenses approved by the Board. Any compensation plans must be approved in accordance with the Church's Conflict of Interest Policy.

Section I. Conflicts of Interest

The Board shall adopt a conflicts of interest policy that will provide for full disclosure of potential material conflicting interests in regard to Members, directors, officers, or employees. This policy shall permit the Board to determine whether a contemplated transaction will be authorized and whether it will be just, fair and reasonable to the Church.

Section J. Performance by the Directors

Each director and each member of any committee designated by the Board shall, in the performance of such director's duties, be fully protected in relying in good faith upon the records of the Church and upon such information, opinions, reports, or statements presented to the Church by any of the Church's officers or employees or committees of the Board or by any other person as to matters such director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Church.

Section K. Preservation of Tax Free Status

The Board and the directors individually shall take no action that would result in the denial of application for or the revocation of the status of the Church as a charitable donee under Section 170(a) and 170(b)(1)(A)(vi) of the Internal Revenue Code or as an organization exempt from federal taxation under Section 501(a) and 501(c)(3) of the Code.

Section L. Transactions with the Church

A director shall not be disqualified, by reason of his office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise, nor shall any transaction or contract of the Church, not otherwise prohibited by law, be void or voidable on the ground that any director or any firm or organization of which any director is a member, shareholder or director, is in any way interested in the transaction or contract, provided that the transaction or contract is approved in accordance with the Church's Conflict of Interest Policy. No such director shall be liable to account to the Church for any profits realized by him from or through any transaction or contract with the Church that is authorized, ratified, or approved by the Board, on the ground that he or any firm of which he is a member or any organization of which he is a member, shareholder, or director was interested in the transaction or contract. Nothing in these Bylaws shall create any liability in the events above described or prevent the authorization, ratification, or approval of the transactions or contracts in any other manner provided by law.

Section M. Chairman of the Board

The Board shall elect one of the Church's directors to serve as chairman. The election of the chairman shall be the first order of business at the first annual meeting of the Board and at any meeting at which there is no chairman. The chairman shall hold office until the Board duly appoints a successor, unless earlier removed. The sole duty of the chairman shall be to preside over meetings of the Board. The chairman may designate another director to preside over any meeting.

ARTICLE IV. OFFICERS

Section A. General Provisions

The Church shall have the following officers: president, secretary, and treasurer, each of whom shall be elected by the Board. In addition, the board may elect additional officers and assistant officers. Each officer and assistant officer shall each serve a one-year term and until his successor is elected and may be elected to successive terms without limitation.

The officers shall have the powers and duties set forth in these Bylaws for their respective offices, as well as such powers and duties as may from time to time be conferred by the Board.

Any officer may resign at any time by giving written notice to the Church.

Section B. President

The president shall have such powers and duties as shall be conferred by these Bylaws or by the Board from time to time.

Section C. Treasurer

The Board shall appoint a treasurer who shall oversee the Church's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Church. He shall ensure all monies and other valuable effects are deposited in the name and to the credit of the Church in such depositories as shall be approved by the Board. He shall

likewise ensure that all disbursements of Church funds by check or electronic payments are paid out with proper authorization by persons designated by the Board. He shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Church, and shall deposit all monies and securities of the Church in such banks and depositories as shall be designated by the Board. In addition, the treasurer, in conjunction with any accountant(s) for the Church, shall be responsible for (i) maintaining the books of the Church in accordance with generally accepted accounting principles; (ii) preparation of appropriate operating budgets and financial statements; (iii) preparation and filing of all tax returns required by law; and (iv) performance of all duties incident to the office of treasurer and such other duties as may be assigned to him by the Board.

Section D. Secretary

The Board shall appoint a secretary, responsible for ensuring the preparation of minutes of the directors' and Members' meetings, for maintaining custody of the minutes, and for authenticating records of the corporation. The secretary shall inform the chairman when a quorum has been reached for any meeting. The secretary shall also ensure that the Church records are kept in a secure place as part of the historical file and periodically inventory the Church's important documents. The secretary shall also perform such other duties as may be assigned to him or her by the Board.

Section E. Removal of Officers; Vacancies

The Board may remove from office any officer at any time with or without cause, by an affirmative vote of a majority of the directors. Whenever there is a vacancy in any office originally appointed by the Board, the Board shall fill the vacancy, and the officer so elected shall hold office for the remainder of the term for the office that became vacant and until his successor is chosen and qualified, unless earlier removed.

Section F. Church Staff

The Church shall maintain a non-pastoral staff. The Church's Lead Pastor(s) (as that position shall be defined by the Board from time to time) shall identify and recommend the staff positions to be filled. Employee pay and benefits shall be as approved by the Board. The Lead Pastor(s) shall oversee the process of identifying and hiring individuals for non-pastoral positions on the Church staff but shall consult and advise the Board prior to making a final decision to hire someone. An individual shall not be interviewed in regard to, or hired to fill, a new, non-pastoral staff position unless the creation of such position has previously been approved by the Board.

Section G. Ministry Leaders

The Board shall nominate prospective ministry leaders and present them to the Active Members for election annually at a meeting. Election by the Active Members shall be accomplished only upon an affirmative vote of at least eighty percent of a quorum of Active Members.

Section H. Finance and Administrative Support Team

The Board shall maintain a Finance and Administrative Support Team (FAST), led by the treasurer, to oversee the financial processes of the Church and to advise the Board on its

financial responsibilities. The duties and responsibilities of the FAST shall be as set forth in writing by the Board.

ARTICLE V. PASTORAL STAFF

Section A. Appointment of Pastors

The Board shall from time to time nominate proposed pastors. Each such nominee must be presented to the Active Members for approval. A nominee shall be approved upon no less than an eighty percent affirmative vote of a quorum of Active Members.

Section B. Termination of Pastors

A pastor may resign from his position by giving notice of his intentions to the Board. Dismissal of a pastor for cause shall occur only upon the affirmative vote of two thirds of the directors (other than the pastor if he is a director) upon their determination, in their sole discretion, that the pastor has failed in performing his duties, has insufficient capacity to perform his duties, or has exhibited substantial moral failure.

ARTICLE VI. ORDINATION

Section A. Requirements

The Church shall have authority to ordain ministers to pastoral ministry after the candidate has met those qualifications for ordination adopted by the Board, as determined in the sole discretion of the Board.

Section B. Revocation

The Board shall have the authority to revoke the ordination credentials of anyone found guilty of serious and continual failure in his ministry or qualifications, as determined in the sole discretion of the Board.

ARTICLE VII. AFFILIATION

The Church is independent, not affiliated, for purposes of governance, with any denomination or fellowship of churches, and, therefore, shall be self-governed.

ARTICLE VIII. FOUNDING OF NEW CHURCHES

If the Church actively assists in the founding of any new church, a steering committee shall be appointed by the Board of Directors to direct the affairs of the church in conjunction with its local leadership. The Church's Lead Pastor(s) shall oversee the new church's leadership and each shall be an ex-officio member of the steering committee. The new church shall be deemed autonomous in regard to its governance and property ownership only when so determined by the Board of Directors.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Church shall be from July 1 to June 30 or as otherwise determined by the Board from time to time.

ARTICLE X. USE OF THE CHURCH PROPERTY

Use of Church buildings and grounds shall be subject to the Board's approval.

ARTICLE XI. AMENDMENTS

Section A. Amendment of Articles

The Church's Articles of Incorporation may only be amended by the Active Members at a special meeting called for that purpose. The procedure shall be as follows:

1. The proposed amendment shall be adopted by the board of directors;
2. After adopting the proposed amendment, the Board shall submit the amendment to the Active Members for their approval. The Board shall also transmit to the Active Members a recommendation that the Active Members approve the amendment, unless the Board makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the Board shall transmit to the Active Members the basis for that determination; and
3. The Church shall notify each Active Member of the proposed members' meeting. The notice of meeting shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy of the amendment.
4. Unless the Board requires a greater vote, the amendment to be adopted shall be approved by the Active Members upon an affirmative vote of more than two-thirds of a quorum of Active Members.

Section B. Amendment of Bylaws.

These Bylaws may be amended upon a resolution adopted by the Board and approved by the Active Members.

1. The ratification of any change requires the affirmative vote of a two-thirds majority of a quorum of Active Members and an affirmative vote of a majority of the Board.
2. Proposals for amendment may be presented at any regular or special meeting of the Members, but final ratification must be made at a meeting subsequent to the meeting at which the proposed amendment was presented. All proposed amendments must be presented in writing.

ARTICLE XII. DISSOLUTION

This Church is organized exclusively for religious, educational, and charitable purposes. In the event that Centerpoint Community Church is ever dissolved, all its properties shall be sold and its assets distributed within the Consortium (as defined by the Board) of sister churches, as determined by the then current Board, to be used for the same purposes, which are exclusively Christian and evangelical.

ARTICLE XIII CHURCH RECORDS

Section A. Minutes of Meetings and Records of Actions Taken Without Meetings

The Church shall keep as permanent records minutes of all meetings of its Board, of all actions taken by the Board without a meeting, and all actions taken by a committee of the Board in place of the Board on behalf of the Church.

Section B. List of Directors.

The Church or its agent shall maintain a record of its directors, in a form that permits preparation of a list of the names and addresses of all directors, in alphabetical order.

Section C. Form of Records

The Church shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section D. Specific Records that the Church Must Keep

The Church shall keep a copy of the following records:

1. The Church's then current Articles of Incorporation or restated Articles of Incorporation and all amendments currently in effect;
2. The Church's then current Bylaws or restated Bylaws and all amendments currently in effect;
3. The Church's most recent annual report delivered to the State Corporation Commission; and
4. The Church's Conflict of Interest Policy.