

**SECOND AMENDED & RESTATED
BYLAWS
OF
MARS HILL CHURCH**

These Second Amended and Restated Bylaws (these "Bylaws") govern the affairs of Mars Hill Church, a 501(c)(3) religious nonprofit corporation (the "Church"). The Church is organized under the Washington Nonprofit Corporation Act, as amended (the "Act").

**ARTICLE 1
OFFICES**

Section 1.1. Registered Office. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Washington. The registered office may be, but need not be, identical with the Church's principal office. The board of advisors & accountability may change the registered office and the registered agent as provided in the Act.

Section 1.2. Other Offices. The Church may also have offices at such other places, either within or without the State of Washington, as the board of advisors & accountability may from time to time to determine or as the business of the Church may require.

**ARTICLE 2
CIVIL AND ECCLESIASTICAL GOVERNMENT**

Section 2.1. Generally. The government of the Church is established and headed by Jesus Christ, who is the Senior Pastor of the Church. The Church is first and foremost an ecclesiastical body of believers, the supreme governing document of which is the Bible. The Church is secondarily a civil corporation, the governance of which is established by its Articles of Incorporation and these Bylaws. The Articles of Incorporation and these Bylaws, however, are subordinate to the Bible and must be interpreted in light of the Scriptures. The Bylaws establish the ecclesiastical bodies that govern the Church. The powers, duties and functions of the body shall be presumed to be ecclesiastical unless explicitly required for civil purposes.

Section 2.2. Autonomous. 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 may voluntarily affiliate with any Christian churches and ministries of like faith.

ARTICLE 3
PURPOSES, POWERS AND RESTRICTIONS

Section 3.1. Purposes. The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Church's purposes also include the limited participation of the Church 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 Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, 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 Church and elsewhere.

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

(d) To make distributions to organizations that qualify as exempt organizations under the Internal Revenue Code.

(e) 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 Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code, as it now exists or as it may hereafter be amended.

Section 3.2. Powers. Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Internal Revenue Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

Section 3.3. Restrictions. The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of Incorporation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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 Church 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, 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, or corresponding provisions of any subsequent federal tax laws.

Section 3.4. Restrictions on Gifts or Grants. The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 4 MEMBERSHIP

Section 4.1. Members for State Law Purposes. The elders of the Church shall be the civil members of the Church for purposes of the Act. Except as otherwise explicitly stated in these Bylaws, the term "member" is a spiritual and theological term for a member of the body of Christ that has completed the membership process at the Church and remains in good standing, and does not have any civil effect for purposes of state law. Consistent with the biblical concept of member and this Article 4, members of the Church shall not have voting rights.

Section 4.2. Membership in the Church. The process by which an individual becomes a member of the Church shall be established, and may be amended from time to time, by the executive elder team. Anyone desiring to become a member of the Church shall complete the required member process. All members must sign the Church's membership covenant in which, among other things, they affirm their faith in Jesus Christ as their Lord and Savior, affirm the Church's statement of faith/doctrinal statement and agree to participate as members in the body of Christ through worship, giving and service.

ARTICLE 5 FULL COUNCIL OF ELDERS

Section 5.1. Composition. The full council of elders consists of all the elders of the Church (paid or unpaid), including, without limitation, the members of the executive elder team.

Section 5.2. Process of Becoming an Elder. To be considered as an elder, a man must have been called by God into leadership at the Church and be a man of the highest Christian character according to the qualifications of Scripture. The process of becoming an elder shall be established by the executive elder team. Upon completion of this process, the nominee for eldership must be approved by the affirmative vote of the executive elder team. Upon receiving approval, the elder shall be ordained and shall have the authority to preach, administer the ordinances of the Church, marry and enjoy all the rights and privileges accorded to licensed or ordained ministers under secular law. An elder ordained pursuant to this Section 5.2 shall remain in office until his earlier resignation or removal.

Section 5.3. Terms. Elders serve on the full council of elders until their earlier resignation or removal. The process of reinstating a previously dismissed elder shall be established by the executive elder team.

Section 5.4. Extended Sabbath. If the executive elder team determines that an elder needs an extended Sabbath for a season because of a legitimate need (e.g., illness, tragedy), then that elder can transition to an inactive and non-voting elder for a set period of time as determined by the executive elder team.

Section 5.5. Resignations. Any elder may at any time resign by giving notice in writing or by electronic transmission to the executive elder team. Such resignation shall take effect at the time specified in such notice or, if the time be not specified, upon receipt of such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. The executive elder team will notify the other elders of the resignation.

Section 5.6. Elder Called to Plant a Church. An elder who senses God's call to leave the Church to help plant a church should make his desire known to the executive elder team. If the executive elder team confirms his calling, the elder will be sent out with blessing to help lead another church.

Section 5.7. Removal of Elders. Discipline and removal of elders shall be consistent with the standards set forth in the Bible. The specific procedures for the discipline and removal of elders will be established by the executive elder team in its sole and absolute discretion. If an elder is also an employee of the Church and his employment with the Church is terminated, the executive elder team or, if so designated by the executive elder team, the elder leadership team of the local church body at which such elder serves, may suspend the elder pending the outcome of the discipline or removal procedure.

ARTICLE 6 MEETINGS OF THE FULL COUNCIL OF ELDERS

Section 6.1. Place of Meetings. All meetings of the full council of elders shall be held at the Church offices or at such other places as may be fixed from time to time by the board of

advisors & accountability, either within or without the State of Washington, and stated in the notice of the meeting or in a duly executed waiver of notice of the meeting, or the board of advisors & accountability, may in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication.

Section 6.2. Annual Meetings. Annual meetings of the full council of elders shall be held at a time and place selected by the executive elder team.

Section 6.3. Notice of Annual Meeting. Notice of the annual meeting stating the place, if any, date, and hour of the meeting shall be delivered to each member of the full council of elders in the form of a record not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 6.4. Special Meetings. Special meetings of the full council of elders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the chairman of the board of advisors & accountability and shall be called by the chairman of the board of advisors & accountability at the request in writing of two-thirds (2/3s) of the executive elder team or two-thirds (2/3s) of the board of advisors & accountability. Such request shall state the purpose or purposes of the proposed meeting.

Section 6.5. Notice of Special Meetings. Notice of a special meeting stating the place, if any, date, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered in the form of a record not less than ten (10) nor more than fifty (50) days before the date of the meeting, to each elder entitled to vote at such meeting. Business transacted at any special meeting of the full council of elders shall be limited to the purposes stated in the notice.

Section 6.6. Waiver of Notice. Whenever any notice is required to be given to an elder under these Bylaws, the Articles of Incorporation or applicable law, a waiver thereof in the form of a record, delivered by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6.7. Quorum. A majority of the full council of elders then in office shall constitute a quorum for the transaction of business at any meeting of the full council of elders. The elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of elders in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the elders present may adjourn and reconvene the meeting one time without further notice.

Section 6.8. Order of Business. At each meeting of the full council of elders, one of the following persons, in the order in which they are listed (and in the absence of the first, the next, and so on), shall serve as chairman of the meeting: chairman of the board of advisors &

accountability, president, vice presidents (in the order of their seniority if more than one) and secretary. The order of business at each such meeting shall be as determined by the chairman of the meeting. The chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the Church, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the voting polls.

Section 6.9. Voting; Powers.

(a) Unless otherwise provided in the Articles of Incorporation, each elder shall at every meeting of the full council of elders be entitled to one vote.

(b) The following items are reserved for a vote of the full council of elders:

(i) Approval of the slate of individuals nominated to serve on the board of advisors & accountability by the then current board of advisors & accountability as provided in Section 7.5 of these Bylaws (which requires the affirmative vote of a majority of the elders present in person at the meeting); and

(ii) Any change in the Church's statement of faith/doctrinal statement (which requires the affirmative vote of a three-fourths (3/4s) of the elders present in person at the meeting).

Any power not reserved for the full council of elders pursuant to this Section 6.9 or the board of advisors & accountability pursuant to Section 7.16 shall be reserved for and be decided by the executive elder team.

Section 6.10. Method of Voting. An elder may vote in person, by mail, by electronic transmission or by proxy in the form of a record delivered by the elder. Cumulative voting shall not be permitted. Votes may be taken by mail or electronic transmission only if the name of each elder and the text of proposals to be voted upon are set forth in the notice of the meeting or in an accompanying record that is either a tangible medium or an electronic transmission. When an election is to be conducted by electronic transmission, the Church shall designate an address, location or system in which the ballot may be electronically transmitted. Elders voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Section 6.11. Action by Full Council of Elders Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any annual or special meeting of the full council of elders may be taken without a meeting, without notice and without a prior vote, if a consent or consents in the form of a record, setting forth the action so taken, shall be signed by all members of the full council of elders and

shall be delivered to the Church, its principal place of business or an officer or agent of the Church or an officer or agent of the Church having custody of the book in which proceedings of meetings of the full council of elders are recorded.

Section 6.12. Presence at Meetings. If authorized by the board of advisors & accountability in its sole discretion, and subject to such guidelines and procedures as the board of advisors & accountability may adopt, elders not physically present at the meeting of full council of elders may by means of remote communication (a) participate in a meeting of the full council of elders and (b) be deemed present in person and vote at a meeting of the full council of elders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Church shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is an elder, (ii) the Church shall implement reasonable measures to provide such elders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the elders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any elder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Church.

ARTICLE 7 BOARD OF ADVISORS & ACCOUNTABILITY

Section 7.1. Responsibilities. The civil business and affairs of the Church shall be managed by or under the direction of the board of advisors & accountability of the Church, which may exercise all such powers of the Church and do all such lawful acts and things as are not by law or by the Articles of Incorporation of the Church or by these Bylaws directed or required to be exercised or done by the executive elder team or full council of elders. The principal function of the board of advisors & accountability is to assist and advise the Church on those matters where prudence requires an outside perspective on matters concerning executive compensation, financial audits and formation and oversight of the annual budget as well as any other duties required under the Act. The board of advisors & accountability shall also have all of the rights, powers and responsibilities of a board of directors pursuant to the Internal Revenue Code, subject to any limitations under the Internal Revenue Code, the Articles of Incorporation of the Church, and these Bylaws.

Section 7.2. Composition. The board of advisors & accountability is composed of three (3) elders who are employees of the Church and up to eight (8) other men who may be, but are not required to be, members of the Church; provided that any men who are not members of the Church agree with the Church's doctrinal statement. While not all members of the Board need be elders at the Church or another church, all members must meet the character qualifications set forth in 1 Timothy 3:1-10. The board of advisors & accountability may by resolution approved by unanimous approval of the board increase or decrease the number of elders serving on the board of advisors & accountability; provided that (a) the number of individuals serving on the board of advisors & accountability can be no less than five (5) and no

more than eleven (11), and (b) the term of office of an individual serving on the board of advisors & accountability shall not be shortened by reason of a resolution reducing the number of individuals serving on the board of advisors & accountability and (c) a majority of the board of advisors & accountability must be independent. A member of the board of advisors & accountability is "independent" if:

- (a) He is not an employee or staff member of the Church.
- (b) He does not individually dictate the operations of the Church similar to an employee or staff member.
- (c) He is not related by blood or marriage to Church senior staff members or other board members in the Church. Blood or marriage relationships are defined for the purposes of the standard as being his or her spouse, ancestors, brothers and sisters (whether whole- or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.
- (d) He does not report to or is not subordinate to employees or staff members of the Church.
- (e) He does not report to and is not subordinate to other board members.
- (f) He does not receive a significant amount for consulting or speaking, or any other remuneration from the Church.
- (g) He does not have relationships with firms that have significant financial dealings with the Church, officers, directors or key employees.
- (h) He is not the paid legal counsel, related to the paid legal counsel, or employed by the firm that is the paid legal counsel of the Church.
- (i) He is not auditor, related by blood or marriage to the auditor, and is not employed by the auditing firm of the organization.

Section 7.3. Chairman of the Board. The chairman of the board of advisors & accountability shall be selected by the board of advisors & accountability. The chairman shall preside at all the meetings of the board of advisors & accountability. In his absence from a meeting of the board of advisors & accountability or otherwise at his discretion, he shall have the power in his sole discretion to appoint another member of the board of advisors & accountability to preside at any meeting of the board of advisors & accountability. In such a case, any reference to the chairman in these Bylaws shall, by default, make reference to his appointee.

Section 7.4. Duties of Members of the Board of Advisors & Accountability. The members of the board of advisors & accountability 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. The members of the board of advisors & accountability may 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. A member of the board of advisors & accountability is not relying in good faith if such member has knowledge concerning a matter in question that renders reliance unwarranted. The members of the board of advisors & accountability are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 7.5. Election. Members of the board of advisors & accountability shall be elected at each annual meeting of the full council of elders to hold office until the next annual meeting. Each member of the board of advisors & accountability, including any member elected to fill a vacancy on the board of advisors & accountability, shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Nominations for the election of individuals to serve on the board of advisors & accountability shall be made by the then current board of advisors & accountability. The board of advisors & accountability shall nominate a single slate of nominees, three (3) of whom will be designated by the board as the executive elder nominees. The executive elder nominees must be employees of the Church. The remaining members of the board of advisors & accountability must satisfy the requirements for the position as set forth in Section 7.2. In the event that the full council of elders fails to approve the slate of nominees to serve on the board of advisors & accountability, the board of advisors & accountability will nominate a new slate of nominees, replacing at least one nominee from the previous slate. The new slate of nominees will be voted on in a special meeting of the full council of elders called by the board of advisors & accountability for the purpose of electing the new board of advisors & accountability. Until such time as the new slate of nominees is approved by the full council of elders, the then current board of advisors & accountability will remain in office.

Section 7.6. Removal. The primary preaching and teaching pastor for the Church may only be removed from the board of advisors & accountability if it is determined that he engaged in conduct which would disqualify him from service as an elder in the Church. This determination will be made pursuant to the procedure established in Article 12 of these Bylaws. The remaining members of the executive elder team may be removed from the board of advisors & accountability at any time for any reason upon a recommendation of removal by the primary preaching and teaching pastor for the Church and the approval of a majority of the board of advisors & accountability. If a member of the executive elder team is removed from his position on the board, he will also be deemed removed as a member of the executive elder team and as an officer of the Church. Any other member of the board of advisors & accountability may be removed by majority approval of the members of the board of advisors & accountability. In connection with any vote of the board of advisors & accountability pursuant to this Section 7.6,

the member of the board of advisors & accountability being considered for removal shall not vote and shall not be taken into account for purposes of determining whether the required vote is obtained.

Section 7.7. Resignations. Subject at all times to the right of removal as provided in Section 7.6 and to the provisions of any employment agreement, any member of the board of advisors & accountability may at any time resign by giving notice in writing or by electronic transmission to the board of advisors & accountability or the chairman of the board. Such resignation shall take effect at the time specified in such notice or, if the time be not specified, upon receipt of such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. If a member of the executive elder team resigns from his position on the board of advisors & accountability, he will also be deemed to have resigned as a member of the executive elder team and as an officer of the Church.

Section 7.8. Vacancies. If a vacancy is created as a result of the resignation, death or removal of the member of the board of advisors & accountability who serves as the primary preaching and teaching pastor for the Church, the vacancy shall be filled by majority vote of the remaining members of the board of advisors & accountability as soon as practical. If the vacancy is created as a result of the resignation, death, removal or expiration of the term of a member of the board of advisors & accountability who serves on the executive elder team but is not the primary preaching and teaching pastor for the Church, the primary preaching and teaching pastor for the Church shall nominate an individual to fill such vacancy and the nominee must be approved by majority vote of the remaining members of the board of advisors & accountability as soon as practical. If the vacancy is created as a result of the resignation, death, removal or expiration of the term of any other member of the board of advisors & accountability, the vacancy shall be filled by an individual who is approved by majority vote of the remaining members of the board of advisors & accountability as soon as practical.

Section 7.9. Quorum. A majority of the number of individuals serving on the board of advisors & accountability shall constitute a quorum for the transaction of business at any meeting of the board of advisors & accountability; provided that such quorum must include a majority of the independent members of the board of advisors & accountability. The members of the board of advisors & accountability present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members of the board of advisors & accountability leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members of the board of advisors & accountability in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members of the board of advisors & accountability present may adjourn and reconvene the meeting one time without further notice.

Section 7.10. Voting. The board of advisors & accountability shall try to act by consensus. However, the vote of a majority of the members of the board of advisors & accountability present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the board of advisors & accountability unless the act of a greater number is

required by the Act, the Articles of Incorporation or these Bylaws. A member of the board of advisors & accountability 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 board of advisors & accountability.

Section 7.11. Regular Meeting. At least four (4) regular meetings of the board of advisors & accountability shall be held each fiscal year.. Notice of each regular meeting stating the place, if any, date, and hour of the meeting shall be given in the form of a record to each member of the board of advisors & accountability prior to the date of the meeting.

Section 7.12. Special Meetings. Special meetings of the board of advisors & accountability may be called for any purpose or purposes by the chairman of the board of advisors & accountability and shall be called by the president or the secretary on the written request of two-thirds (2/3s) of the executive elder team or a majority of the board of advisors & accountability.

Section 7.13. Notice of Meetings. Notice of regular meetings of the board of advisors & accountability or of any adjourned meeting of the board of advisors & accountability need not be given. Notice of each special meeting of the board shall be delivered to each member of the board of advisors & accountability in the form of a record at least two days before the day on which the meeting is to be held (if deliver is by mail) or not later than the day before the meeting is to be held (if delivery is by facsimile or electronic transmission), but notice need not be given to any member of the board of advisors & accountability who shall, either before or after the meeting, submit a signed waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to such member. Every such notice shall state the time and place but need not state the purpose of the meeting.

Section 7.14. Action Without Meeting. Any action required or permitted to be taken by the board of advisors & accountability may be taken without a meeting if all of the members of the board of advisors & accountability, individually or collectively, consent in writing or via electronic transmission to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

Section 7.15. Interested Parties. Pursuant to the Internal Revenue Code and the Church's Conflict of Interest Policy, a contract or transaction between the Church and a member of the board of advisors & accountability is not automatically void or voidable simply because the member of the board of advisors & accountability has a financial interest in the contract or transaction.

Section 7.16. Powers. In addition to those powers required to be exercised by the board of advisors & accountability under the Act, the board of advisors & accountability possesses the following enumerated powers:

- (a) Alter, amend, or repeal and adopt new Articles of Incorporation or Bylaws;
- (b) Oversee an evaluation of the performance of the executive elder team and approve the annual compensation for each member of the executive elder team;
- (c) Appoint, retain, compensate, evaluate and terminate the Church's independent auditors;
- (d) Establish the annual budget for the Church;
- (e) Alter, amend, or repeal and adopt a new Conflict of Interest Policy for the Church;
- (f) Indemnify an officer (or former officer), or make any other indemnification other than as authorized in the Articles of Incorporation and Bylaws in accordance with the Act;
- (g) Adopt a plan of merger or adopt a plan of consolidation with another corporation;
- (h) Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Church not in the ordinary course of business;
- (i) Authorize the voluntary dissolution of the Church or revoke proceedings therefor;
- (j) Adopt a plan for the distribution of the assets of the Church; or
- (k) Make a material tax election under the Internal Revenue Code affecting the Church.

Any power not reserved for the full council of elders pursuant to Section 6.9 or the board of advisors & accountability pursuant to this Section 7.16 shall be reserved for and be decided by the executive elder team.

Section 7.17. Committees of the Board.

- (a) The executive elder team is a standing committee of the board of advisors & accountability established pursuant to Article 8 of these Bylaws. The rights, obligations or operating procedures of the executive elder team may not be altered, amended, or repealed except by an amendment to these Bylaws approved by the board of advisors & accountability pursuant to Article 17. The board of advisors & accountability may, by resolution adopted by a majority of the entire board, designate from among its members one or more other committees, each of which shall, except as otherwise

prescribed by law, have such authority of the board as may be specified in the resolution of the board designating such committee, provided that the authority granted to such committees may not conflict with the authority granted to the executive elder team under these Bylaws. A majority of all the members of such committee may determine its action and fix the time and place of its meetings, unless the board shall otherwise provide. The board shall have the power at any time to change the membership of, to increase or decrease the membership of, to fill all vacancies in, and to discharge any such committee, or any member of any such committee, either with or without cause. The board of advisors & accountability may adopt a charter or other governing documents of any such committee.

(b) The board of advisors & accountability may, in its discretion, establish one or more advisory committees and appoint one or more elders and/or sacerdotal deacons as members of such advisory committees to serve in such capacity at the pleasure of the board of advisors & accountability. The board of advisors & accountability shall also establish the procedure for calling meetings and establish any other governance matters arising out of or related to the committee. The board of advisors & accountability may adopt a charter or other governing documents of any such committee.

ARTICLE 8 EXECUTIVE ELDER TEAM

Section 8.1. Composition & Responsibilities. The executive elder team is a first among equals committee within the board of advisors & accountability and serves as the executive leadership and management of the Church. In so doing, the executive elder team oversees and manages the day-to-day affairs of the Church and ensures execution of the Church's vision, mission and strategic objectives. The executive elder team shall be composed of the three (3) executive elder nominees designated as provided in Section 7.5. The executive elder team shall have and may exercise, between meetings of the board, all the powers and authority of the board in the management of the business and affairs of the Church, except that the executive elder team shall not have such power or authority to take those actions reserved for the full board of advisors & accountability as provide in Section 7.16.

Section 8.2. Salary. The salaries of all members of the executive elder team shall be fixed by the board of advisors & accountability or a committee established by the board for this purpose.

Section 8.3. Election. The executive elder team is nominated by the board of advisors & accountability as set forth in Section 7.5 and elected by the full council of elders as set forth in Section 6.9(b)(i).

Section 8.4. Term. The members of the executive elder team shall serve as executive elders for so long as they remain members of the board of advisors & accountability.

Section 8.5. Removal; Resignation; Vacancies. Members of the executive elder team hold their position by virtue of their status as members on the board of advisors & accountability. If a member of the executive elder team ceases for any reason to serve on the board of advisors & accountability, he shall also cease to serve as a member of the executive elder team. Vacancies on the executive elder team are filled as provided in Section 7.8.

Section 8.6. Voting. On all matters in which a vote of the executive elder team is required to act, the vote of two-thirds (2/3s) of the executive elder team shall be sufficient to constitute the act of the executive elder team.

Section 8.7. Meetings. Meetings of the executive elder team shall occur as needed upon the request of any member of the executive elder team.

Section 8.8. Powers. The executive elder team shall have and may exercise all powers of the Church and do all such lawful acts as are not by the Act, the Internal Revenue Code, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the full council of elders or the board of advisors & accountability and in so doing shall have the right and authority to take all actions that the executive elder team deems necessary, useful or appropriate for the management and conduct of both the ecclesiastical and civil law functions of the Church, including exercising the following specific rights and powers:

(a) Conduct the Church's business, carry on its operations, and have and exercise the powers granted by the Act in any state, territory, district or possession of the United States, or in any foreign country that may be necessary or convenient to effect any or all of the purposes for which it is organized.

(b) Execute any and all agreements, contracts, documents, certifications and instruments necessary or convenient in connection with the management, maintenance and operation of the business, or in connection with managing the affairs of the Church, including opening and maintaining bank accounts on behalf of the Church.

(c) Contract on behalf of the Church for the employment and services or employees and/or independent contractors, such as lawyers and accountants, and delegate to such persons the duty to manage or supervise any of the assets or operations of the Church.

(d) Acquire by purchase, lease or otherwise any real or personal property.

(e) Finance, improve, construct, own, grant options with respect to, sell, convey, assign, mortgage or lease any real estate or any personal property.

(f) Borrow money or issue evidences of indebtedness, or secure the same by mortgage, pledge or other lien on any Church assets.

(g) Execute any deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract or other instrument purporting to convey or encumber any or all of the Church assets.

(h) Prepay in whole or in part, refinance, recast, increase, modify or extend any liabilities affecting the assets of the Church or in connection therewith execute any extensions or renewals of encumbrances on any or all of such assets.

(i) Commence or settle any suit or administrative proceeding before any court or governmental agency.

(j) License individuals to perform sacerdotal functions.

(k) Appoint lead pastors to local Churches.

(l) Appoint elders.

Section 8.9. Senior Ministry Councils. The executive elder team may, in its discretion, establish one or more ecclesiastical or strategic advisory councils and appoint one or more elders and/or sacerdotal deacons as members of such advisory councils to serve in such capacity at the pleasure of the executive elder team. The executive elder team shall also establish the procedure for calling meetings and establish any other governance matters arising out of or related to the committee. The executive elder team may adopt a charter or other governing documents of any such committee.

ARTICLE 9 OFFICERS

Section 9.1. Election, Qualification. The primary preaching and teaching pastor for the Church shall serve as the president of the Church and shall have the authority to appoint other elders who are employed by the Church (or, if necessary to fill a vacancy while an individual completes the eldership process, a deacon) to fill other offices of the Church. The officers of the Church shall at a minimum include a president and a secretary. The president may also choose a chief operating officer, a chief financial officer, one or more vice presidents, a treasurer, one or more assistant secretaries and assistant treasurers and such other officers and agents as he shall deem necessary. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide. The office of president and secretary may not be held by the same person.

Section 9.2. Term, Removal. The primary preaching and teaching pastor for the Church shall serve as the president of the Church until such time as he ceases to be a member of the executive elder team. Each other officer shall hold office until such officer's successor is appointed and qualified or until such officer's earlier resignation or removal. Any officer

appointed by the president of the Church may be removed by the president of the Church at any time.

Section 9.3. Resignation. Subject at all times to the right of removal as provided in Section 9.2 and to the provisions of any employment agreement, any officer may resign at any time by giving notice to the board of advisors & accountability, the president, or the secretary of the Church. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified provided that the president or, in the event of the resignation of the president, the board of advisors & accountability may designate an effective date for such resignation which is earlier than the date specified in such notice but which is not earlier than the date of receipt of such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. If a member of the executive elder team resigns from his position as an officer of the Church, he will also be deemed to have resigned as a member of the executive elder team and the board of advisors & accountability.

Section 9.4. Vacancies. A vacancy in the office of president because of the death, resignation or removal of the primary preaching and teaching pastor shall be filled by the individual chosen to fill his vacancy on the board of advisors & accountability. A vacancy in any other office because of death, resignation, removal or any other cause may be filled in the manner prescribed in these Bylaws for appointment to such office.

Section 9.5. President. The president shall be the chief executive officer of the Church and shall, subject to the provisions of these Bylaws, (i) have general and active management of the affairs of the Church and have general supervision of its officers, agents and employees; (ii) in the absence of the chairman of the board, preside at all meetings of the full council of elders and the board of advisors & accountability; and (iii) perform those other duties incident to the office of president and as from time to time may be assigned to him by the board of advisors & accountability.

Section 9.6. Vice Presidents. The vice president, if there be such an officer (or if there is more than one, then each vice president), shall perform such duties as from time to time may be assigned to him by the president. In the absence of the president and the chairman of the board or, in the event of their inability or refusal to act, the vice president, if there be such an officer (or in the event there be more than one vice president, the vice presidents in the order designated by the president, or, in the absence of any designation, then in the order of their election), shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties and have such other powers as the president may from time to time prescribe.

Section 9.7. Chief Operating Officer. The chief operating officer, if there be such an officer, shall, subject to the provisions of these Bylaws and to the direction and supervision of the president (or his designee), supervise the day to day operations of the Church and perform those other duties incident to the office of chief operating officer and as from time to time may be assigned to him by the president (or his designee).

Section 9.8. Chief Financial Officer. The chief financial officer, if there be such an officer, shall, subject to the provisions of these Bylaws and to the direction and supervision of the president (or his designee), manage the financial affairs of the Church and perform those other duties incident to the office of chief financial officer and as from time to time may be assigned to him by the president (or his designee). If there is no chief financial officer, these duties shall be performed by the treasurer or such other person designated by the president (or his designee) to perform such duties.

Section 9.9. Secretary. The secretary shall attend all meetings of the board of advisors & accountability and all meetings of the full council of elders and record all the proceedings of the meetings of the Church and of the board of advisors & accountability in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the full council of elders and special meetings of the board of advisors & accountability, and shall perform such other duties as may be prescribed by the president, under whose supervision he shall be.

Section 9.10. Assistant Secretary. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the president (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the president may from time to time prescribe.

Section 9.11. Treasurer. The treasurer, if there be such an officer, shall have the custody of the Church funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Church and shall deposit all moneys and other valuable effects in the name and to the credit of the Church in such depositories as may be designated by the board of advisors & accountability. He shall disburse the funds of the Church as may be ordered by the executive elder team, taking proper vouchers for such disbursements, and shall render to the president, the executive elder team and the board of advisors & accountability, at its regular meetings, or when the board of advisors & accountability so requires, an account of all his transactions as treasurer and of the financial condition of the Church. If there is not a treasurer of the Church, then the duties set forth above shall be discharged by the president or such other officer as shall be designated by the president.

Section 9.12. Assistant Treasurer. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the president (or if there be no such determination, then in the order of their election), shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the president may from time to time prescribe.

ARTICLE 10 DEACONS

Section 10.1. Qualifications. The Church shall have a spiritual position of deacon that is subordinate to the position of elder. Deacons may be male or female and must meet the qualifications of a deacon set forth in the Bible. The process by which an individual becomes a deacon of the Church shall be established, and may be amended from time to time, by the executive elder team.

Section 10.2. Term. The term of service as a deacon depends upon the commission given by the elder nominating the individual to serve as a deacon. Some deacons may serve for a specific task; others serve indefinitely. A deacon may resign by delivering notice to any elder, or, if due to a legitimate need, seek an extended Sabbath as determined by the executive elder team or the lead pastor of the local Church in which he or she is serving. A deacon may be removed by the executive elder team or the lead pastor of the local Church in which he or she is serving, or his or her supervisor with or without cause.

Section 10.3. Responsibilities of a Deacon. The general responsibility of deacons shall be to assist the elders in serving the Church. Specific responsibilities or tasks may be given to deacons by the elders.

Section 10.4. Licensure to Perform Sacerdotal Functions. Certain male deacons who meet additional requirements as may be determined by the executive elder team may be licensed to perform sacerdotal functions by the executive elder team, the specifics of such licensure to be determined on a case by case basis. Licensure may confer the authority to administer all ordinances of the Church and qualify the deacon to be a minister of the gospel for purposes of secular law.

ARTICLE 11 CHURCH DISCIPLINE

Section 11.1. Church Discipline. The threefold purpose of church discipline is to glorify God by maintaining purity in the local church, to edify and protect believers by deterring sin, and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct.

(a) Members of the Church and all other professing Christians who regularly attend or fellowship with the Church who err in doctrine, or who engage in conduct that violates Scripture as determined by any two or more elders, shall be subject to church discipline. Each potential case of discipline will be weighed on its own merits and dealt with according to Scripture.

(b) Members of the Church are not guaranteed confidentiality regarding issues of church discipline, and understand that in submitting themselves to the authority of the

Church, issues of a sensitive or personal nature may become known to others. This includes, but is not limited to, notification of the authorities if a crime has been committed or if a real threat of endangerment to others exists, as well as other violations of Scripture that may not result in physical danger.

(c) Those who are members of the Church or who regularly participate in Church activities may be dismissed from the Church by the agreement of at least two elders. The dismissal of a Church member may be made known to all Church members.

(d) A person dismissed from the Church for disciplinary reasons may be reinstated to full membership if the person's repentance is accepted as genuine by the elder that oversaw the person's discipline.

(e) Each member of the Church and every other professing Christian who regularly attends or fellowships with the Church agrees that there shall be no appeal to any court because of a discipline process or dismissal. A member who is under discipline by the Church, as defined in the previous paragraphs, forfeits and waives the right to resign from the Church. Resignation is possible only by a member of the Church who is in good standing and who is not under any disciplinary action.

(f) Separate and apart from the process of church discipline, but subject to the discretion and approval of any two or more elders, a member, non-member regular participant in Church activities, or other individual, may be notified that he or she is not to be present upon Church premises or at Church activities for such a period of time as is deemed necessary for the safety and well-being of others. Such required absence may, but need not, be concurrent with church discipline of that person.

(g) Separate and apart from the process of church discipline, but subject to the discretion and approval of any two or more elders, members who have not met all of the criteria of Church membership for a period of six months or longer may be removed as a member of the Church and may be asked to no longer attend the Church.

(h) Members may also be removed from the Church roll (i) by personal request of the member (except if that member is at the time of the request under church discipline by the Church); (ii) as a result of the transfer of the member's membership to another church; or (iii) as a result of the death of the member.

ARTICLE 12 BOARD OF OVERSEERS

Section 12.1. Constitution. In the event that a formal charge and/or accusation is made against the primary preaching and teaching pastor for the Church that, if investigated and found to be true, would disqualify him from his position as an elder in the Church based on the biblical requirements of an elder, the board of advisors & accountability shall refer the charge and/or

accusation to the board of overseers. The board of overseers shall have authority to investigate any such charge and/or accusation. If the board of overseers determines that the charge and/or accusation is true, the board of overseers can vote to rebuke the primary preaching and teaching pastor or, if warranted, remove the primary preaching and teaching pastor as an elder of the Church (in which case he shall automatically be removed as a member of the board of advisors & accountability and his employment with the Church shall be terminated for cause under the terms and condition set forth in any employment agreement entered into between the primary preaching and teaching pastor for the Church and the Church).

Section 12.2. Composition. The Board of Overseers shall consist of the independent members of the board of advisors & accountability. Except as otherwise provided in any employment agreement entered into between the primary preaching and teaching pastor for the Church and the Church, the board of overseers shall be responsible for establishing its procedure for conducting the investigation and rendering a decision.

ARTICLE 13 BOOKS AND RECORDS

Section 13.1. Required Books and Records. The Church shall keep correct and complete books and records of account.

Section 13.2. Fiscal Year. The fiscal year of the Church shall begin on the first day of July and end on the last day in June in each year.

Section 13.3. Audited Financial Statements. The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the board of advisors & accountability.

ARTICLE 14 INDEMNIFICATION

Section 14.1. The Church shall have the following powers:

(a) Power to Indemnify. The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a member of the board of advisors & accountability or an officer, employee or agent of the Church or, being or having been a board member, officer, employee or agent, he or she is or was serving at the request of the Church as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, company, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of

such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a board member, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a board member, officer, employee or agent of the Church and shall inure to the benefit of his or her heirs and personal representatives.

(b) Power to Pay Expenses in Advance of Final Disposition. The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a member of the board of advisors & accountability or an officer, employee or agent only upon delivery to the Church of (a) a written affirmation of the board member's, officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510, and (b) a written undertaking, by or on behalf of such board member, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such board member, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

(c) Power to Enter into Contracts. The Church may enter into contracts with any person who is or was a member of the board of advisors & accountability or an officer, employee or agent of the Church in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the Church, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

(d) Expansion of Powers. If the Washington Business Corporation Act or the Act is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the board of advisors & accountability of the Church, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Act, as so amended.

(e) Limitation of Powers. No indemnification shall be provided under this Article to any such person if the Church is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional

misconduct or knowing violation of law by the person, or from conduct of a member of the board of advisors & accountability in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 14.2. Indemnification of Members of the Board of Advisors & Accountability, Officers, Employees and Agents.

(a) Board of Advisors & Accountability. The Church shall indemnify and hold harmless any person who is or was a member of the board of advisors & accountability (or board of directors) of the Church, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the Church is empowered.

(b) Officers, Employees, and Agents. The Church, by action of its board of advisors & accountability, may indemnify and hold harmless any person who is or was an officer, employee or agent of the Church, and provide advancement of expenses to the full extent to which the Church is empowered, or to any lesser extent which the board of advisors & accountability may determine.

(c) Character of Rights. To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

(d) Enforcement. A member of the board of advisors & accountability (“Claimant”) shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in Section 14(b) above has been delivered to the Church) and thereafter the Church shall have the burden of proof to overcome the presumption that the Claimant is so entitled. If a claim under this Article is not paid in full by the Church within sixty days after a written claim has been received by the Church, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the Claimant may at any time hereafter bring suit against the Church to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the Church (including its board of advisors & accountability or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the Claimant is proper in the circumstances nor an actual determination by the Church (including its board of advisors & accountability or independent legal counsel) that the Claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the Claimant is not so entitled.

(e) Rights Not Exclusive. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Church, agreement, vote of disinterested members of the board of advisors & accountability, or otherwise.

Section 14.3. Insurance. The Church may purchase and maintain insurance, at its expense, to protect itself and any member of the board of advisors & accountability, officer, employee or agent of the Church or any person who, while a board member, officer, employee or agent of the Church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act.

Section 14.4. Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 14.5. Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 14.6. Applicable Law. For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

ARTICLE 15 MISCELLANEOUS PROVISIONS

Section 15.1. Definitions.

(a) “Deliver” means: (i) by personal delivery of written notice; (ii) by first class mail, postage paid; (iii) in the case of a meeting of the board of advisors & accountability, by telephone communication, either directly to the member of the board of advisors & accountability or to a person at the board member’s office or home who the person giving the notice has reason to believe will promptly communicate the notice to the member of the board of advisors & accountability; (iv) by transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the Church or one of its elders, board members or officers; or (e) by electronic transmission, in accordance with the elder’s, board member’s or officer’s consent, for purposes of

delivering a demand, consent, notice, or waiver to the Church or one of its elders, board members or officers under Section 15.2.

(b) “Electronic transmission” means an electronic communication (i) not directly involving the physical transfer of a record in a tangible medium and (ii) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

(c) “Execute,” “executes,” or “executed” means (i) signed, with respect to a written record or (ii) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

(d) “Record” means information inscribed on a tangible medium or contained in an electronic transmission.

(e) “Tangible medium” means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

(f) Any term not defined in these Bylaws shall have the definition in Chapter 24.03 RCW, as presently enacted or hereafter amended.

Section 15.2. Electronic Notice.

(a) Consent to Electronic Notice. In order to consent to notice via electronic transmission, a member of the full council of elders, board member or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

(b) Revocation of Consent to Electronic Notice. A member of the full council of elders, board member or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Church, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any member of the full council of elders, board member or officer is revoked if the Church is unable to electronically transmit two consecutive notices given by the Church in accordance with the consent, and this inability becomes known to the secretary of the Church or other person responsible for giving the notice. The inadvertent failure by the Church to treat this inability as a revocation does not invalidate any meeting or other action.

Section 15.3. Effective Date of Delivery. If notice in the form of a record is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the member of the full council of elders, board member or officer at his or her address as it appears on the records of the Church with postage thereon prepaid. If the notice is by electronic transmission, it shall be

deemed delivered when it is transmitted electronically in accordance with the consent of the member of the full council of elders, board member or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

ARTICLE 16 EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this Article 16 if a quorum of the board of advisors & accountability cannot readily be obtained because of some catastrophic event. In the event of an emergency, the board of advisors & accountability may: (i) modify lines of succession to accommodate the incapacity of any member of the board of advisors & accountability, or any 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 board of advisors & accountability only needs to be given to those board of advisors & accountability members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the board of advisors & accountability may be deemed members of the board of advisors & accountability for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any member of the board of advisors & accountability, officer, employee or agent of the Church on the ground that the action was not authorized. The board of advisors & accountability may also adopt emergency bylaws, subject to amendments or repeal by the full board of advisors & accountability, which may include provisions necessary for managing the Church during an emergency including; (i) procedures for calling a meeting of the board of advisors & accountability; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute members of the board of advisors & accountability. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.


ARTICLE 17 AMENDMENTS

The Articles of Incorporation and Bylaws may be altered, amended, or repealed or new Articles of Incorporation and Bylaws may be adopted only by the affirmative vote of all but one member of the entire board of advisors & accountability, at any meeting of the board of advisors & accountability if notice of such alteration, amendment, repeal, or adoption of new Articles of Incorporation and Bylaws be contained in the notice of such meeting. The full council of elders shall not have the power to adopt, amend, or repeal any provisions of the Articles of Incorporation or Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Mars Hill Church and that the foregoing Second Amended and Restated Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the board of elders of the Church on May 3, 2012.

By: _____


John Sutton Turner
Secretary