

**ACTIONS TAKEN BY WRITTEN CONSENT
OF THE LEADERSHIP TEAM
OF
ONELIFE CHURCH**

In lieu of a special meeting of the Leadership Team (Board of Directors) of OneLife Church, a Tennessee not for profit corporation (the "Church"), the undersigned members of the Leadership Team of the Church do hereby consent to taking action without a meeting, by written consent, and hereby take the following actions:

WHEREAS, the Leadership Team believes it is in the best interest of the Church to amend its Bylaws with regard to affiliations of the Church;

WHEREAS, the Church is no longer affiliated with East Tennessee LINK due to its dissolution;

WHEREAS, the affiliations of the church have been dishonestly represented by the former president of a denomination in a way that could cause confusion and division among the denomination's leadership and member churches;

WHEREAS, the Leadership Team desires to provide clarity for both the Church and those outside the Church regarding its affiliations;

NOW, THEREFORE, the following resolution is hereby adopted by the unanimous vote of the Leadership Team of the Church:

RESOLVED, that Amendment #2 to the Bylaws attached hereto as **Exhibit A** be and hereby is adopted as an amendment to the Bylaws of the Church effective as of the date hereof.

The undersigned, being all of the Leadership Team of the Church, by signing this consent, waive all notice of the date, time, place and purpose of the special meeting of the Leadership Team and agree to the transaction of the business hereinabove set forth by written consent of the said Leadership Team in lieu of such meeting. This consent may be executed in separate counterparts by each member of the Leadership Team and shall be included in the records of the Church.

Dated: January, 18 2023

APPROVED AND CONSENTED TO:

LEADERSHIP TEAM:

Rodney Arnold
Tyler Goode
Dylan Martin

AFFIRMED BY UNANIMOUS VOTE AT CHURCH MEMBERSHIP MEETING FEBRUARY 21, 2023

Exhibit A

~~**15.01 Affiliations:** The Church will have full power and authority to associate itself with and participate in organizations in keeping with the purpose and character of the Church as set forth in the Bylaws of the Church. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperating with other churches in world missions, the Church voluntarily affiliates with the Southern Baptist Convention as well as other organizations of likemindedness including the East Tennessee LINK, Missionary Church USA, and others that may arise in the future.~~

15.01 Affiliations: The Church voluntarily associates with and is a member of Missionary Church USA and has adopted the constitution of the Missionary Church. The Church will have full power and authority to associate itself with and participate in organizations of likemindedness, both now or that may arise in the future, in keeping with the purpose and character of the Church as set forth in the Bylaws of the Church. The Church is autonomous and maintains the right to govern its own affairs. While the Church is independent of any denominational control in its governance, it recognizes the importance of submitting to accountability, joining in fellowship, and cooperating in shared mission with other churches as a member of Missionary Church USA. Also, having been originally founded as a church plant of the Southern Baptist Convention and desiring to honor that origin, the Church voluntarily cooperates with the Southern Baptist Convention for the purpose of local and world missions through financial support of the Cooperative Program.

OneLife Church
P.O. Box 1763
Powell, TN 37849
865.238.4242

Bylaws

ARTICLE 1 Offices

The principal office of OneLife Church. will be located at the address set forth in the Articles of Incorporation. The Corporation may have other offices, either within or without the State of Incorporation, as the Ministry Leadership Team may determine.

ARTICLE 2 Statement of Faith

The sole basis for our belief is the Bible, which is uniquely God-inspired, without error, and the final authority on all matters on which it speaks. As the Bible teaches, there is one God, eternally existing in three persons- Father, Son and Holy Spirit- each possessing all the attributes of deity.

God created humans to have fellowship with him, but they defied God by sinfully going their own way. As a result, we need God's saving grace to end our alienation from Him. Salvation comes only through God's grace- not human effort- and must be received personally by repentance and faith.

Jesus Christ, second Person of the Trinity, lived a sinless life on earth and voluntarily paid for our sin by dying on the cross as our substitute. This accomplished salvation for all who receive grace by trusting in Him alone. He rose from the dead and is the only mediator between God and us. He baptizes believers in the Holy Spirit. He will return to earth to consummate history.

The Holy Spirit draws sinners to Christ and equips believers for personal growth and service to the Church. The Church's role is to glorify God and serve those in need. At the end, everyone will experience bodily resurrection and the judgment. Only believers will enjoy eternal fellowship with God.

ARTICLE 3 Purpose and Limitations

3.01 **Purposes.** The Corporation is organized and will be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

- A. To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.
- B. To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Tennessee and elsewhere.
- C. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- D. To make distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1986 as amended.
- E. To educate the body of Christ through any and all educational means deemed appropriate.
- F. This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)3 of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

3.02 Limitations. In order to carry out the above-stated purposes, the Corporation will have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- A. No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation will be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation will be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 these Articles, the Corporation will not carry on any other activities

not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

B. Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it will be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further will be prohibited from: (I) any act of “self dealing” as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess building holdings” as defined by Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

D. Upon the liquidation, dissolution or winding up of the Corporation, the Ministry Leadership Team of the Corporation will, after paying or making provision for payment of all the liabilities of the Corporation, distribute all Corporation to any organization designated by the Ministry Leadership Team of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c) (3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 4 Membership

4.01 **Membership:** The Church will have one class of membership and such members will be referred to as “members” in public and for the purposes of these bylaws. Membership in this Church will consist of all persons who have met the qualifications of membership and are listed on the membership roll. Candidates for membership will be presented to the Ministry Leadership Team for consideration. After approval by two-thirds (2/3) of the members serving on the Ministry Leadership Team, the new members will have all the rights, privileges and responsibilities of a member of the Church. Membership is not perpetual, but for a period of one year, unless otherwise determined by the Ministry Leadership Team. On an annual basis, the Ministry Leadership Team will consider all who meet the qualifications for membership, both current members and non-members, as candidates and issue a membership roll classifying all members as new members for the new ministry year. Plenary power to manage and govern the Church will be vested in the Ministry Leadership Team as set forth in Article 9 of these Bylaws. As such, members are not entitled to vote in person, by proxy or otherwise except relating to the selection of a new Lead Pastor as described in article 7. Members will have no other voting rights. The Ministry Leadership Team may adopt and amend application procedures for membership in the Church.

4.02 **Qualifications for Membership:** The minimum qualifications for membership are as follows:

1. A personal commitment of faith in Jesus Christ for salvation;
2. Baptism by immersion as a testimony of salvation;
3. Consistent history of involvement and active participation in the four core purposes of OneLife Church;
4. Completion of the Church's membership class (i.e. My OneLife); and
5. A commitment to abide by the Church's membership covenant.

4.03 **Termination and Dismissal of Membership:** Members/partners will be removed from the Church roll for the following reasons: (a) the request of the member, (b) the transfer of membership to another church, (c) death, or (d) termination of membership by the Ministry Leadership Team.

The Ministry Leadership Team may terminate a person's Church membership when, in the opinion of the Ministry Leadership Team, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community. Dismissal of Church membership will require the majority vote of the Ministry Leadership Team Members.

4.04 **Restoration of Membership:** Dismissed members may be restored by the Ministry Leadership Team according to the spirit of 2 Corinthians 2:7-8, when their lifestyles are judged to be in accordance with the membership covenant. Restoration of Church membership will require the vote of two-thirds (2/3) of the Ministry Leadership Team Members.

ARTICLE 5 Management of the Church

OneLife Church seeks to be led by the Holy Spirit in all its decisions. The Lead Pastor, the congregation, the Overseers, and the Ministry Leadership Team all have a role in the Church's leadership. The Lead Pastor's office is responsible for developing and communicating the vision and overseeing the day-to-day ministry of the Church as described in Article 6. The congregation influences the spiritual tone, strength, and direction of the Church by wisely selecting the Lead Pastor as described in Article 7. The Board of Overseers is to protect the church through counsel, prayer, and if required, the discipline of the Lead Pastor, as described in Article 8. The Ministry Leadership Team is to provide the management of the church and will be considered the Board of Directors as described in Article 9

ARTICLE 6 Lead Pastor of the Church/President of the Corporation

6.01 **Lead Pastor/President:** Because OneLife Church has two complementary branches- the spiritual body of believers and the legal Corporation- it is the Lead Pastor who administratively bridges the gap between the two branches. Pastors are called and directed by the Bible to lead the Church in vision and direction (Acts 11:30, 14:23, Philippians 1:1, Timothy 5:17). The Pastors are also the administrators of the Church, equipping and overseeing the ministries of the Church (Exodus 18:17-18, John 21:16-17, Acts 20:17,28, Ephesians 4:11,12, Titus 1:5-7, I Peter

5:1,2). In response to the biblical patterns of leadership, members are taught in Scripture to lovingly support their leaders and to submit to their leadership (Hebrews 13:17, I Corinthians 16:16, I Thessalonians 5:12,13). The shepherding of this Church is led by the Lead Pastor, assisted by other pastors, staff members, the Ministry Leadership Team, and Officers. The Lead Pastor will also serve as the president and chief executive officer of the Corporation.

6.02 The responsibilities and duties of the Lead Pastor/President are as follows:

- A. Provide biblical vision and direction for the congregation.
- B. Define and communicate the Church's purpose.
- C. Oversee and coordinate the day-to-day ministry of the congregation and the administration of the Church.
- D. Appoint a Board of Overseers indicated in Article 8.
- E. Nominate members to the Ministry Leadership Team described in Article 9.
- F. The calling, supervision, and dismissal of pastoral staff and other employees of the Church.
- G. Serve as Chairman and a full voting member of the Ministry Leadership Team as laid out in Article 9. The Lead Pastor's service on the Ministry Leadership team is entirely voluntary and non-compensatory.
- H. To help people discover God and how their one life in Christ can make a difference through the insightful and accurate presentation and proclamation of the Word of God.
- I. Establish all salaries for full-time salaried employees and hourly wages for hourly employees.

6.03 The President's role in expenditures: Budgeted amounts are not to be considered actual moneys available. The president can only spend actual funds that are available, and those moneys are to be spent according to the budget. The president may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the church. Should the church borrow, the Ministry Leadership Team shall give the president authority to spend those moneys on the project for which the funds were borrowed. All undesignated moneys available to the Corporation above budgeted amounts are deemed discretionary and are available to be spent by the president, but only funds currently on hand.

ARTICLE 7 Congregation

7.01 General Authority to Select a New Lead Pastor: Should the Church need a new Lead Pastor, two methods are provided for the congregational selection of a new Lead Pastor. One method involves the participation of the departing Pastor. One

method does not. The founding Pastor of the church need not be officially confirmed by the congregation; therefore, he is exempted from Article 7.

7.02 Congregational Process with the Participation of the Departing

Pastor: If the Lead Pastor is in good standing with the Church and is removing himself because of retirement or relocation, the following is the selection process.

Congregational Vote: The Lead Pastor may choose up to two candidates. The first candidate is to speak in three or more primary church services. Then the Lead Pastor is to formally recommend this candidate during a meeting of the membership. The meeting is to be announced in the primary services of the church and held at least eight days, but not more than fourteen days later. Any meeting of the membership for pastoral selection requires that the member's name appears on the official membership list as well as have on file their signed membership covenant from the Church's membership class. At that meeting, the departing Lead Pastor and the candidate must leave. Then the secretary/treasurer is to conduct a secret ballot vote and, with a minimum two-thirds (2/3) vote, the candidate will be accepted. If that candidate fails, the second candidate chosen by the Lead Pastor is afforded the same opportunity as the first. If the second ballot fails, the process outlined in 7.03 will be followed.

7.03 Congregational Process without Departing Pastor's Participation

- A. Departing Pastor Unavailable:** If the Lead Pastor is removed by the Overseers (described in Article 14), is deceased, or cannot or will not participate in the selection process of the new Lead Pastor for any reason, the following will be the process for selecting a new Lead Pastor.
- B. Meeting of the Membership:** The secretary/treasurer or another person appointed by the Ministry Leadership Team is to immediately call a meeting of the membership by making an announcement during the primary service. The meeting is to be held in the church building at least eight days, but no more than fourteen days later. At the meeting of the membership, a Pastoral Selection Committee of nine people - six will be elected by the membership - to include both men and women from the general membership and three staff members to be selected by the Overseers after interviews and input, two of the three must be full-time pastoral employees. If there are not at least two full-time pastoral members, the membership may elect people who are familiar with the day-to-day work of the church. The committee itself is to vote and select a chairperson and co-chairperson.
- C. Formation of Pastoral Selection Committee:** The duty of the Pastoral Selection Committee is to provide an interim Pastor or guest speakers to conduct church services. However, neither an interim Pastor nor a replacement speaker will have the corporate powers of the president.
- D. Congregational Vote:** The committee is to recommend a new Lead Pastor as soon as an acceptable candidate is available. That person must be a licensed or ordained minister of the gospel. He must be approved by three of the five members on the board of Overseers before being presented to the church. Once the committee recommends a Lead Pastoral candidate, that person may speak to the church in every weekend service for three consecutive weeks. Afterward, a meeting of the membership will be publicly called to a meeting, chaired by the secretary/treasurer or by a member of

the Ministry Leadership Team selected by the Team. At that meeting, church members will vote by secret ballot to either accept or reject the pastoral candidate. The Ministry Leadership Team and their spouses are to count the ballots. A minimum two-thirds (2/3) vote of those attending the meeting is required to elect the next Lead Pastor. When a two-thirds (2/3) majority in favor of the candidate does not occur, the Pastoral Selection Committee will seek another candidate.

E. Staff Administration During Transition: During the selection process, members of the church staff are to continue in their positions. The Overseers are to appoint an acting president; this person will generally be the senior associate. Should staff or financial problems arise, the acting president has authority. They have authority to alter the roles of staff members, including dismissal if necessary in their judgment. When the new Lead Pastor is in place, he has full authority to select his own staff, replacing existing staff members, if he should choose, according to the severance agreements.

ARTICLE 8 Overseers

8.01 OneLife Church Requirements for Overseers: Three of the five members of the board of Overseers must be, or have been, active Lead Pastors of respected congregations who know and love OneLife Church and the Pastor. They must agree to make themselves available to serve OneLife if requested by the Ministry Leadership Team as described in Article 14, section 2, and must be willing to provide spiritual protection to the church through prayer and by exemplifying honorable Christian lives. OneLife Church will cover the actual travel, lodging, and meal expenses if traveling from out of town. The Overseers will not be paid anything above their actual expenses.

8.02 Biblical Qualifications for Overseers: "Now the overseer must be above reproach, the husband of but one wife, temperate, self controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent, but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap" (1 Timothy 3:2-7).

8.03 Selection and Function of Overseers: A board of Overseers will be nominated by the Pastor and confirmed by the Ministry Leadership Team. The Pastor will be accountable to the Overseers in the event of alleged misconduct in compliance with Article 14.

8.04 Installing New Overseers: The Lead Pastor and the Ministry Leadership Team may replace Overseers at the rate of one per year and enter that change into the minutes of the Ministry Leadership Team's meeting. If disciplinary action is being considered, changes in the board of Overseers may not be made until its work is completed.

8.05 Overseers Role in Establishing the Compensation of the Lead Pastor: The board of Overseers will be provided with the ending year's budget and projected

budget for the next fiscal year and establish the total compensation for the Lead Pastor for the fiscal year. An advisory team may be appointed by the Lead Pastor or Ministry Leadership Team to make a recommendation to the Overseers on behalf of OneLife Church.

ARTICLE 9 Ministry Leadership Team

9.01 Number and Term of Members: The members of the Ministry Leadership Team (the "Ministry Leadership Team Members") will consist of the Lead Pastor and, until changed by amendment of the Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 9.03 of this Article, provided that such number will not be less than three (3), nor more than nine (9).

The Lead Pastor will serve as the Chairman of the Ministry Leadership Team and will be present and preside at all Ministry Leadership Team meetings. Each Ministry Leadership Team Member, other than the Lead Pastor, will hold office for a period of one year or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Lead Pastor will be a full voting member of the Ministry Leadership Team.

9.02 Powers: The Ministry Leadership Team will be considered the board of directors of the Church. The Ministry Leadership Team will have all of the rights, powers, and responsibilities of a board of directors pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church and these Bylaws. All corporate powers will be exercised by or under the authority of the Ministry Leadership Team. The Ministry Leadership Team will have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Ministry Leadership Team will be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Ministry Leadership Team will have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness. The Ministry Leadership Team will also be responsible for setting the fiscal year budget and approving all nominations by the Lead Pastor to the Board of Overseers.

9.03 Nomination and Election: The Lead Pastor will nominate persons who he deems qualified to serve on the Ministry Leadership Team. In addition, the Lead Pastor may appoint a Nomination Advisory Team to report to the Lead Pastor regarding suitable nominees. The persons nominated by the Lead Pastor will be presented to the Ministry Leadership Team for election. Members will be natural persons, but need not be residents of Tennessee.

9.04 Vacancies: The Lead Pastor will nominate persons who he deems qualified to serve on the Ministry Leadership Team to fill any vacancy occurring on the Ministry Leadership Team, and any position to be filled due to an increase in the number of Members serving. A vacancy is filled by the affirmative vote of the majority of the remaining Ministry Leadership Team Members, even if it is less than a quorum of the Ministry Leadership Team Members. A person so elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

9.05 **Meetings:** Regular or Special meetings of the Ministry Leadership Team may be held either within or outside the State of Tennessee, but will be held at the Church's registered office in Tennessee if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Ministry Leadership Team Members, either before or after the meeting. If such consents are given, they will be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Ministry Leadership Team Members participating in the meeting can hear one another. All Ministry Leadership Team Members will be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

A. **Regular Meetings:** Regular meetings of the Ministry Leadership Team may be held without notice if the time and place of such meetings are fixed by a resolution of the Ministry Leadership Team.

B. **Special Meetings:** A special meeting of the Ministry Leadership Team may be called by the Lead Pastor or any three (3) Ministry Leadership Team Members.

C. **Notice of Special Meetings:**

1) **Manner of Giving.** Notice of the time and place of special meetings will be given to each Ministry Leadership Team Member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Ministry Leadership Team Member or to a person at the Ministry Leadership Team Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Ministry Leadership Team Member, or (d) by telecopier to the Ministry Leadership Team Member's office or home.

2) **Time Requirements.** Notice sent by first class mail will be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telecopier will be delivered, telephoned, or faxed to the Ministry Leadership Team Member or given at least twentyfour (24) hours before the time set for the meeting.

3) **Notice Contents.** The notice will state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) **Waiver.** Attendance of a Ministry Leadership Team Member at a meeting will constitute waiver of notice of such meeting, except where the Ministry Leadership Team Member attends a meeting for the express purpose of objecting that the meeting is not properly called.

9.06 **Action Without Meeting:** Any action required or permitted to be taken by the Ministry Leadership Team may be taken without a meeting, if all of the Ministry Leadership Team Members, individually, or collectively, consent in writing to the action. Such action by written consent or consents will be filed with the minutes of the proceeding of the Ministry Leadership Team Members.

9.07 **Quorum:** A majority of the number of Ministry Leadership Team Members then in office will constitute a quorum for the transaction of business at any meeting of the Ministry Leadership Team. The Ministry Leadership Team Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Ministry Leadership Team Members 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 Ministry Leadership Team Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Ministry Leadership Team Members present may adjourn and reconvene the meeting one time without further notice. Ministry Leadership Team Members present by proxy may not be counted toward a quorum.

9.08 **Duties of Ministry Leadership Team Members:** Members will 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. Ministry Leadership Team Members 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 Ministry Leadership Team Member is not relying in good faith if the Ministry Leadership Team Member has knowledge concerning a matter in question that renders reliance unwarranted.

Ministry Leadership Team Members 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.

9.09 **Delegation of Duties:** The Ministry Leadership Team is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Ministry Leadership Team Members have no liability for actions taken or omitted by the advisor if the Ministry Leadership Team acts in good faith and with ordinary care in selecting the advisor. The Ministry Leadership Team may remove or replace the advisor, with or without cause.

9.10 **Interested Members:** Contracts or transactions between Ministry Leadership Team Members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the Ministry Leadership Team or other group authorizing the transaction, and approval from disinterested parties must be obtained.

9.11 **Actions of Ministry Leadership Team:** The Ministry Leadership Team will try to act by consensus. However, the vote of a majority of the Members present and voting at a meeting at which a quorum is present will be sufficient to constitute

the act of the Ministry Leadership Team unless the act of a greater number is required by law or the bylaws. A Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Ministry Leadership Team.

9.12 **No Compensation:** Ministry Leadership Team Members, including the Lead Pastor, will not receive salaries or compensation for their services to the Ministry Leadership Team. The Ministry Leadership Team may adopt a resolution providing for payment to Members for expenses of attendance, if any, at a meeting of the Ministry Leadership Team. A Ministry Leadership Team Member may serve the Church in any other capacity and receive reasonable compensation for those services.

9.13 **Removal and Resignation of Ministry Leadership Team Members:** The Ministry Leadership Team may vote to remove a Ministry Leadership Team Member, other than the Lead Pastor, at any time, with or without cause. A meeting to consider the removal of a Ministry Leadership Team Member may be called and noticed following the procedures provided in these Bylaws. A Ministry Leadership Team Member may be removed by the affirmative vote of fifty percent (50%) of the Ministry Leadership Team Members.

9.14 **Deadlock:** In the case where the Ministry Leadership Team will, by reason of deadlock (whether because an even number of Members is seated on the Team, or because certain Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the President-Lead Pastor will cast a ballot which will be known as a "majority ballot", so that an official act or decision may be taken by the Team. The majority ballot will be cast in addition to the regular Member's vote cast by the President-Lead Pastor.

ARTICLE 10 Officers

10.01 **Officers:** The officers of the Corporation will be a president and a secretary/treasurer along with any other officers that the Ministry Leadership Team may authorize from time to time.

- A. **President:** The appointment responsibilities of the president of the corporation are listed in Articles 6 and 7. The Overseers of the Church may discipline or remove the president according to Article 14. The powers of the president are listed in Article 6.
- B. **Secretary and Treasurer:** The secretary and treasurer are to be nominated by the president, from the Ministry Leadership Team, and approved by the remaining Team members. Should the Ministry Leadership Team fail to approve the nomination of the president, other nominations must be made until a candidate suitable to the Ministry Leadership Team is nominated. The secretary and treasurer shall hold office until their successors have been duly elected and qualified. The same person may hold the offices of both the secretary and treasurer at the same time. The president may remove the secretary or treasurer at any time. The powers of the secretary and treasurer are as follows:
 - 1) The secretary is responsible to attend all Ministry Leadership

Team meetings, and record all votes and the minutes of all proceedings in a book to be kept for that purpose. This person shall oversee the keeping of membership rolls of the corporation and perform such duties as indicated from time to time by the president or the Ministry Leadership Team.

2) The treasurer shall oversee the keeping of full and accurate accounts of the receipts and reimbursements belonging to the Corporation in books. This person shall also perform such duties as indicated from time to time by the president or the Ministry Leadership Team.

C. **New Offices:** New offices may be created and filled at any meeting of the Ministry Leadership Team. Each officer will hold office until his successor has been duly elected and qualified. Any officer elected or appointed by the Ministry Leadership Team may be removed by the Team when the best interests of the Corporation would be served.

ARTICLE 11 Finances

11.1 **Annual Budget:** The Church will have an annual budget, approved by the Ministry Leadership Team, to serve as the normative guide for financial operation of the Church.

11.2 **Development of annual budget:** The annual Church budget will be established through the following process:

- A. All individuals involved in ministry leadership should submit their expected financial needs to the Ministry Leadership Team for the coming fiscal year.
- B. The Lead Pastor and other staff then submit their budget needs, including salaries for support staff, according to areas of responsibility.
- C. A proposed budget is then prepared by the Ministry Leadership Team and made available to all members or interested parties.
- D. Questions are answered by the Ministry Leadership Team.

11.3 **Budget Management:** The budget is to be managed by the Ministry Leadership Team and the various staff persons according to their area of responsibility. Minor modifications within the budget can be made by the Ministry Leadership Team, Pastors, or other staff with budget responsibilities if extenuating circumstances in the life of the Church mandate such a change. For example, if a budgeted item is not needed, or if expenses in a particular area are less than expected, the Ministry Leadership Team, pastors, or staff can reallocate those resources as needed. The budget should, however, be the normative guide for the financial operation of the Church.

11.4 **Fiscal Year:** The fiscal year of the Church will begin on January 1st and end on December 31st.

11.5 **Checks, Drafts, or Orders:** All checks, drafts, orders for payment, notes or other evidences of indebtedness issued in the name of the Church will be signed by such officer or officers or agent or agents of the Church and in such manner as will from time to time be determined by the Ministry Leadership Team or of

any committee to which such authority has been delegated by the Ministry Leadership Team.

11.6 **Deposits:** All funds of the Church will be deposited to the credit of the Church in such banks, trust companies or other depositories as the Ministry Leadership Team select in accordance with these bylaws. For the purpose of deposit and for the purpose of collection for the account of the Church, checks, drafts, and others may be endorsed, assigned, and delivered on behalf of the Church by any officer or agent of the corporation.

ARTICLE 12 Books and Records

The Church will keep correct and complete books and records of account. The Church will also maintain at its principal office all appropriate records in accordance with state law including, but not limited to: a permanent record for minutes of all meetings of the Ministry Leadership Team and advisory boards, a record of all actions taken by the Ministry Leadership Team or advisory boards, articles of incorporation, bylaws, resolutions, appropriate accounting records and a list of the names and business or home addresses of its current Ministry Leadership Team, officers, and members.

ARTICLE 13 Church Ministry

13.01 Minister Ordination and Licensing

A. **Role of the Lead Pastor:** The Lead Pastor and a group of his choosing may ordain and/or license a person as a minister of the gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination will be within absolute discretion of this group.

B. **Application for Licensing/Ordination:** Application for ordination and/or licensing as a minister of the gospel will be supplied on the form provided by the group. An application will be either approved or denied within 90 days of completing the process set forth by the group. Those applicants who are approved will receive a certificate evidencing the approval.

C. **Ability to Limit Ministry Validation:** The spiritual leadership of the church may at its own discretion limit any licensee ordained to an area of special emphasis.

13.02 **Ministry Training:** The Lead Pastor and his staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to licensing and ordination of ministers. The School of Ministry will prepare students in the knowledge of the Word of God and in ministering to people's needs through the gospel of Jesus Christ.

ARTICLE 14 Church Discipline

14.01 **Disciplining Church Members:** Only members are subject to church discipline as described in Article 4, Section 3.

14.02 Disciplining the Lead Pastor

- A. **Criteria for Discipline:** Should the Lead Pastor demonstrate immoral conduct, financial practices or theological views, which the majority of the Ministry Leadership Team other than the pastor believe may require either personal correction or termination of his position, the Ministry Leadership Team will contact the Lead Pastor and then, if the problem remains, contact the Overseers for investigation and evaluation of any appropriate discipline as described in Article 8, Section 3.
- B. **Process for Investigation:** Should the overseers be asked to investigate alleged pastoral misconduct, a consensus of three of the five Overseers is required to take disciplinary action. With such a consensus, the Overseers will assume complete authority over the Lead Pastor. They may decide to remove him from his position or to discipline him in a way they deem necessary. The Overseers have no authority in OneLife Church unless contacted by the Ministry Leadership Team, and then only insofar as permitted in these bylaws.
- C. **Motivation:** It is the intention of the Church to protect the hearts of all involved in matters of pastoral discipline. Using the method outlined in these bylaws, the "sheep" never have to pass judgment upon their "shepherd".

ARTICLE 15 Affiliation

15.01 Affiliations: The Church voluntarily associates with and is a member of Missionary Church USA and has adopted the constitution of the Missionary Church. The Church will have full power and authority to associate itself with and participate in organizations of likemindedness, both now or that may arise in the future, in keeping with the purpose and character of the Church as set forth in the Bylaws of the Church. The Church is autonomous and maintains the right to govern its own affairs. While the Church is independent of any denominational control in its governance, it recognizes the importance of submitting to accountability, joining in fellowship, and cooperating in shared mission with other churches as a member of Missionary Church USA. Also, having been originally founded as a church plant of the Southern Baptist Convention and desiring to honor that origin, the Church voluntarily cooperates with the Southern Baptist Convention for the purpose of local and world missions through financial support of the Cooperative Program.

ARTICLE 16 Amendments

16.01 Amendments to Bylaws: These Bylaws may only be altered, amended, or repealed, and new Bylaws may only be adopted by the Ministry Leadership Team. All requests for amendments to these Bylaws must be written and will be submitted to the Ministry Leadership Team for study and consideration. The Ministry Leadership Team will issue a timely response to the proposed amendment, alteration or revision to these Bylaws. The Ministry Leadership Team will determine if the amendment is adopted.

16.02 Construction of Bylaws: These Bylaws will be construed in accordance with the laws of the state of Tennessee. All references in the Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their

successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and will not be considered in constructing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender will be deemed to include the female or neuter gender, all singular words will include the plural, and all plural words will include the singular.

ARTICLE 17 Indemnification

Every member of the Ministry Leadership Team, officer or employee of OneLife Church may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Ministry Leadership Team, staff member, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Ministry Leadership Team, staff member, officer or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement of indemnification herein will apply only when the council approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition and not exclusive of all other rights which such member of the Ministry Leadership Team, staff member, officer or employee is entitled.

ARTICLE 18 Dissolution

In the event that OneLife Church shall be dissolved and liquidated, after paying or making provision for the payment of all liabilities, the Ministry Leadership Team shall distribute or dispose of any remaining property and assets of OneLife Church to such an organization or organizations that are established and operated for religious purposes which are most closely allied to those of OneLife Church.