

By-Laws of Shepherd of the Mountains Church, Inc.

(As amended, effective September 24, 2023)

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(As amended, effective September 24, 2023)

Article I. General Provisions

Section 1.01 Name. The name of this corporation is Shepherd of the Mountains Church, Inc., hereinafter referred to as “Shepherd Church”

Section 1.02 Principal Office. The principal office of the corporation shall be at 68 Fairfax Drive, Murphy, Cherokee County, North Carolina. However, the corporation may have one of more additional offices as may be determined by the Board of Directors from time to time.

Section 1.03 Corporate Seal. The seal of the corporation shall consist of two (2) concentric circles. Within the inner circle shall be inscribed “NON-PROFIT” and “CORPORATE SEAL”. Between the two (2) concentric circles shall be inscribed “SHEPHERD OF THE MOUNTAINS CHURCH, INC.” and “NORTH CAROLINA”

Section 1.04 Legal Status. This corporation is a non-profit non-denominational Christian Church and is a charitable corporation as defined in North Carolina General Statutes Section 55 A-1-40(4) and is organized exclusively for charitable and/or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.05 Restrictions On Activities. (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in Section 1.04 and Article II of these By-Laws.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any activities not permitted to be carried on:

(1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(2) By a corporation, contributions to which are deductible under Section

107(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II. Statement of Faith, Purpose and Mission

Section 2.01 Statement of Faith. We profess and live the Christian faith as presented in the New Testament, affirmed by the historic church, informed by the Reformation and shaped by pietism.

Section 2.02 Statement of Purpose. Our purpose is to glorify God, celebrate His love, lead people to salvation, bring people into a mature relationship with Christ and equip them for service.

Section 2.03 Mission Statement. Our mission is to love God and love people.

Article III. Affirmation of Faith and Identity

These affirmations provide a context for the living out of our faith, both within and outside of our fellowship. However, they are not to be construed as a creed or a formal doctrinal statement.

The members of Shepherd Church affirm that sound doctrine, subject to the authority of the word of God alone, is a necessary, though not sufficient, condition for vital and growing faith. With this as background, we make four basic affirmations concerning our faith in common with the whole Christian Church.

We are an apostolic church.

We are a universal church.

We are a Reformation church.

We are an evangelical church.

We are an Apostolic church because we confess Jesus Christ and the faith of the apostles as recorded in the Holy Scriptures. Like the first Christian disciples, we affirm the Bible to be the Word of God and the only perfect rule for faith, doctrine, and conduct. The Apostle Paul writes that "all scripture is inspired by God and is useful for teaching, for reproof, for correction, and for training in righteousness" (2 Timothy 3:16). Shepherd Church has not chosen to be more precise than this in stating its view of inspiration. The authority of the Bible is supreme in all matters of faith, doctrine, and conduct, and is to be trusted. In this sense, we are an Apostolic church.

We are a Universal church. We are part of the universal Church that has existed from the days of the apostles until now. This includes all who confess faith in Christ. In the first several centuries of the Christian era, the Church developed a series of affirmations concerning the faith that has been accepted by Christians throughout history. Shepherd Church considers itself a part of that Apostolic and universal (catholic) tradition. While not a creedal church, we do affirm the basic tenets of the Christian faith as outlined in the Apostles' *Creed*.

We are a Reformation church in that we see ourselves as standing in the mainstream of the

Protestant Reformation, particularly with reference to the doctrine that justification is by faith alone. While affirming with the reformers the sovereignty of the word of God over all creeds, and the priesthood of all believers, Shepherd Church has placed particular importance on the Reformation emphasis on salvation by grace alone through faith alone apart from the works of the law.

We are an Evangelical church. Five centuries have passed since the Reformation. New issues have arisen upon which Scripture has shed light. Shepherd Church sees in the emergence of evangelicalism a movement that gives expression to several of the basic emphases of pietistic Reformation theology. Evangelicalism is understood as a religious awakening that flowered in Europe and America during the nineteenth century. Waves of spiritual revival have swept the Protestant West for more than two centuries. We have been born out of these spiritual awakenings. As evangelicals, we hold to several significant affirmations, foremost among these are:

1. the centrality of the word of God,
2. the necessity of the new birth
3. the Church as a fellowship of believers,
4. the reality of freedom in Christ
5. a conscious dependence on the Holy Spirit
6. commitment to the whole mission of the church

The centrality of the word of God. Shepherd Church believes the Holy Scripture, the Old and the New Testament, to be the Word of God is the only perfect rule for faith, doctrine, and conduct. This affirmation is not intended to be another doctrine of inspiration or simply a new recognition of the authority of Scripture, but an affirmation that the Word is the "powerful means" to the creation of new life through the Holy Spirit - power to effect change in the life of the hearer through the Holy Spirit. The dynamic life shaping power of the Word of God is at the heart of the Shepherd Church faith community.

The union of Word and Spirit is a central theme in evangelical faith. It was by the inspiration of the Holy Spirit that the written word came into being (2 Timothy 3:16) and it is through the Spirit that the Word of God does not return empty but accomplishes that for which it was sent (Isaiah 55:11). It is through the inner testimony of the Holy Spirit that the sinner who responds to the Word is assured of being a child of God (Romans 8:16-17).

It is essential, then, to the life of the Church that it be a company of people who desire their lives to be shaped by the powerful and living Word of God. Only the church that hears and responds to the Word will be able to be a prophetic voice in this wilderness and bring healing to a confused and troubled world.

The necessity of the new birth. As evangelical Christians, we believe that the new birth in Jesus Christ is essential. We teach that by the death and resurrection of Jesus Christ, God conquered sin, death, and the devil, offering forgiveness for sin and assuring eternal life for those who follow Christ. New birth is more than the experience of forgiveness and acceptance. It is regeneration, the gift of eternal life and initiation into the Kingdom of God. This life has the qualities of love and righteousness as well as joy and peace. Jesus said, "No one can see the kingdom of God without being born from above" (John 3:3). To enter the kingdom is not only to have a right relationship with God but to be enlisted in Christ's service. God's purposes entail the transformation of persons, as well as the transformation of God's world into a place of truth, justice, and peace.

As an evangelical church we believe that conversion results in eternal life. Conversion can be

defined as the act by which a person turns with repentance and faith from sin to God. Conversion involves a conscious rejection of the life of sin and involves a commitment of faith. Eternal life is not given through assent to creeds alone, but through a personal commitment to Jesus Christ. Such a high doctrine of conversion does not mean that all believers have dramatic conversion experiences. While no one remembers the moment of physical birth, one's present life is evidence of its occurrence. So a person may be truly converted even though he or she has no memory of the moment of new birth. The vitality of life is the proof of birth, not its memory or recollection.

The new birth, however, is only the beginning of a life in Christ. Growing to maturity in Christ is a lifelong process called sanctification. On this journey of being transformed by the Holy Spirit into Christ's likeness, God's people experience and express love for God and others. Healthy and effective spiritual growth takes place in the context of relationships, both within and beyond peer groups. The desired outcome of this formational process is described by the Apostle Paul: "until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ" (Ephesians 4:13). Being a disciple of Jesus implies costly obedience to all of his teachings. Such obedience, together with the Spirit's work in us, equips us to do the work of the kingdom, giving witness to the good news and serving others in Jesus' name.

As there is no new birth without repentance and faith, so there is no healthy spiritual growth without a life of discipline. Discipline is the cultivation and nurture of the spiritual life in both its personal and corporate dimensions. Public worship, participation in the sacraments, prayer, Bible study, service to others, stewardship, fellowship, and other spiritual disciplines all enhance the Christian's growth. A life of discipline prepares us individually and communally for passionate engagement in the work of Christ in our world. It is through transformed people that God transforms our world. It is for this reason we are called into new life. And while the pursuit of holy living does not earn God's favor, it pleases God. It allows the Spirit to fill the Christian with joy and makes the Christian an effective agent of reconciliation.

A commitment to the whole mission of the Church. We are a community of friends committed to this whole mission of the Church. Jesus made it clear that if his followers were to love him, they must keep his commandments. He said, "'You shall love the Lord your God with all your heart, and with all your soul, and with all your mind.' This is the greatest and first commandment. And a second is like it: 'You shall love your neighbor as yourself.' On these two commandments hang all the law and the prophets" (Matthew 22:37-40). This is the Great Commandment.

Shepherd Church is also committed to the Great Commission of Jesus Christ: "Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything that I have commanded you" (Matthew 28:19-20). Established by the gospel and grace of Jesus Christ, the Church exists by doing mission the Great Commission and the Great Commandment as fire exists by burning. The church's mission is faith active in love, and the two cannot be separated without diminishing the gospel. As Christ's representative in the world, the Church is to be an agent of grace, entrusted with the message of reconciliation, hope, justice, and peace. At the end of his life, Jesus declared his disciples his friends, meaning they shared with him a common passion for his mission in the world (John 15:13-15). We understand mission to be the befriending of others, and all that God has created, in the name of the One who first befriended us.

As evangelical Christians, we believe that we are called to proclaim this good news with their our lives and words, and by the love and integrity of our communities. In faithful witness, the lost are

found in Christ. In acts of generosity and compassion, people are ministered to and justice is proclaimed. In the work of evangelism and mission, we seek to embody the presence of Jesus Christ with head, hands, voice, and heart. Jesus called on his disciples to carry their own crosses, and in this joyful way of suffering and service we embody his ministry of reconciliation and proclaim the reality of the kingdom, which extends to every person in every land and to the whole of creation. Therefore, we are committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service. This mission belongs to the whole Church, the spiritual priesthood of all believers, women and men, young and old, laity and clergy.

The Body of Believers at Shepherd Church seeks to hold together proclamation and compassion, personal witness and social justice, service and stewardship in all areas of life. God makes all things new and calls God's followers to share this mission. Those who neither know nor love the Lord Jesus as well as those enduring poverty, suffering, inequality, and injustice cannot be ignored. In the incarnation of Jesus Christ, "God was pleased to reconcile to himself all things, whether on earth or in heaven, by making peace through the blood of his cross" (Colossians 1:19-20). This bears witness to God's boundless passion for both the souls and earthly lives of all people, and for all that God has made. When we address not only the consequences but also the causes of suffering, we live out what it means to be the body of Christ in the world.

The Church as a fellowship of believers. Our view of the Church is based on two New Testament emphases:

- The Church is a communion or fellowship of believers, characterized by mutual participation in and sharing of the new life in Christ. Paul calls the Christian community the body of Christ, a community composed of many members, each different and mutually interdependent (1 Corinthians 12:12-30). It is when we are in community with one another, when all of God's people are interacting with one another in worship and service, that God's will is most clearly revealed and discerned.
- The New Testament also teaches that within Christian community there is to be neither Jew nor Greek, slave nor free, male nor female, but all are one in Christ Jesus (Galatians 3:28). These three areas - race, class, and gender are to be of no advantage or disadvantage within the body of Christ. This is a multiethnic, classless, gender equal vision. We recognize our need for diversity, for fellowship and mutual ministry across artificially constructed socio-economic boundaries, and for the gifts and leadership of women and men. It is the desire of the people of Shepherd of the Mountains Church to pursue this biblical vision.

The Church is a gathered community set apart for involvement in Christ's mission to the world. "But you are a chosen race, a royal priesthood, a holy nation, God's own people, in order that you may proclaim the mighty acts of him who called you out of darkness into his marvelous light" (1 Peter 2:9). The "priesthood of all believers" means that every believer is called to be part of a fellowship of believers and to participate in evangelism, formation, worship, and service. The believers' Church is not simply a human institution or organization, but a people whom God has called. Emphasis does not fall on buildings or hierarchical structures, but upon a grace filled fellowship and active participation, through the Holy Spirit, in the life and mission of Christ.

Membership in Shepherd Church is by confession of personal faith in Jesus Christ. It is open to all believers. We do not expect that all believers will agree on every detail of Christian belief. What is required is that one be born anew "into a living hope through the resurrection of Jesus Christ from

the dead" (1 Peter 1:3). But if membership is open to all believers, it is also open only to believers. This is not to claim that members of the believers' Church are perfect. The Church knows itself to be always a company of imperfect people striving to be saints (the New Testament calls us saints), but sinners who have experienced forgiveness and are seeking wholeness in a new relationship to God. At the same time we affirm that all people at all stages of belief and unbelief are welcome to participate in the life of the church.

Shepherd Church believes the Holy Scriptures to be the source of the Church's life, its preaching and teaching, and the means for its renewal. Jesus said, "If you continue in my word, you are truly my disciples; and you will know the truth, and the truth will make you free" (John 8:31b-32). Included in the ministry of the word is the observance of Baptism and Holy Communion as sacraments of the church expressly commanded by our Lord. They are visible signs of the invisible grace of Jesus Christ. Shepherd Church is open to all believers and recognizes infant Baptism and believer baptism as biblical forms of that sacrament and includes the practice of both in its ministry.

We hold that there is only one indispensable ministry - that of Jesus Christ. All members of the body are called to this ministry. It is a ministry of proclamation and evangelism, Christian formation and nurture, stewardship and servanthood. Both concern for personal salvation and for social justice are involved in the ministry. At the same time, we recognize that God calls certain men and women to be set apart as servants of the word, sacraments, and service. This does not give credentialed ministers superior status. It does recognize their call from God and gives them a special function in the Church, enabling the Church to fulfill its mission.

A conscious dependence on the Holy Spirit. In line with historic Christianity, we affirm one God as Father, Son, and Holy Spirit. The Holy Spirit continues the creative work of the Father and the redeeming work of the Son within the life of the church. It is for this reason that we emphasize the continuing work of the Spirit. According to the Gospel of John, the earthly Jesus promised that the same Spirit of God that "remained on him" (John 1:32) would one day live in his disciples as a result of his crucifixion and resurrection. The Spirit "abides with you," he said, "and will be in you" (John 14:17). It was this Holy Spirit that came to abide in Paul, filling him with the presence of God and directing him, just as it had Jesus. For this reason Paul could claim, "it is no longer I who live, but it is Christ who lives in me" (Galatians 2:20). It is the spirit in us that enables us to continue Christ's mission in the world (Acts 1:8).

The New Testament affirms that the Holy Spirit works both within and among individuals. It is the Holy Spirit that draws together those who are far off and estranged, causing them to be made one in Christ (Ephesians 2:11-22). It is the Holy Spirit that stirs within each of us a deep sense of familial affection for one another, so that we are beloved to one another (1 Corinthians 13:1-3). It is because Christ has become our brother (Romans 8:29) that we are together members of the family of God (Ephesians 3:14-16). It is the Spirit of God within us that cries "Abba," as we have been adopted into the family of God, sisters and brothers one with another (Galatians 4:4-7). It is the Holy Spirit, Paul asserted, that affords a sense of unity and common purpose among Christians (Philippians 1:27; 2:1-2).

Shepherd Church believes that the Spirit of God is active and "blows where it chooses" (John 3:8). The Spirit is the prevenient actor in the drama of salvation, the creator of hunger for Christ's life, and the fulfiller of that hunger (Prevenient Grace). We are often surprised at the unfolding of God's purpose, suggesting that our ways and thoughts are not always the ways and thoughts of God. For this reason members desire to cultivate a healthy humility before God open to the leading of the Holy Spirit. When God is about doing a new thing (Isaiah 43:9), we wish to perceive God at work

rather than be found dull to the divine purpose. We wish to see with the eyes of the Spirit, and not merely with our own. We believe that the Holy Spirit endows believers with spiritual gifts, the purpose of which is to serve the Christian community that is the very body of Christ. As a believer's church, we value the Reformation concept of the priesthood of all believers, all gifted by the One Spirit of God. This Spirit bestows gifts on individual Christians for the benefit of others, not the benefit of the one who has received the gift. It is the plan of God through the work of the Spirit that within the body of Christ we need one another. However, while recognizing the legitimacy of all the spiritual gifts, we do not place emphasis on any one or one type of spiritual gift.

The reality of freedom in Christ. At Shepherd Church, we seek to focus on what unites followers of Jesus Christ rather than what separates them. The center of our commitment is a clear faith in Jesus Christ. The centrality of the word of God, the necessity of the new birth, a commitment to the whole mission of the church, the church as a fellowship of believers, and a conscious dependence of the Holy Spirit form the parameters in which freedom is experienced. Here followers of Christ find the security to offer freedom to one another on issues that might otherwise divide. Freedom is a frequently misunderstood concept. In western culture freedom is often understood as autonomy and independence. No one, however, can truly be autonomous and independent. Authentic freedom manifests itself in a right relationship with God and others. It is for this reason that freedom in Christ is so highly valued in the Shepherd Church. Freedom is a gift of God in Christ to all who are willing to receive it. "If you continue in my word," said Jesus, "you will know the truth, and the truth will make you free" (John 8:31b-32).

Liberation is one of the Bible's major themes. Early in their story, God's people were liberated as slaves from Egypt and began their long journey to the promised land. The story continues with the liberating work of the judges, who delivered Israel from its enemies. Israel's greatest king, David, liberated them from the Philistines and established a kingdom committed to Israel's God. But this kingdom did not stand. The Hebrew Scriptures end with Israel once again in bondage to their enemies, but living with the promise of God's deliverance. Throughout this story the freedom of God's people is not just freedom from, but freedom to. They are set free from Egypt to worship and serve their God. In their law they are called not only to serve one another, but the stranger, the alien, the widow, and the orphan all who suffer and are marginalized by the bitter circumstances of life.

Jesus came as God's anointed one to continue God's program of liberation. He sets us free, according to Paul, from the power of sin to condemn, control, and destroy. God's people are not without sin, but find in Jesus' death and resurrection the glorious liberty of the children of God. But, as in the Hebrew Scriptures, this freedom is never simply personal and individualistic. By the power of his life giving Spirit, Christ moves us into a new realm, a new kingdom where light and life and joy prevail. "For freedom Christ has set us free" (Galatians 5:1a). Thus empowered, the believer not only seeks to obey and follow God, but to effect the liberation of others from the sins and oppressions of their lives. This freedom is "in Christ." By grace God makes a person perfectly free in Christ and accountable to Christ. For Paul such freedom means believers are set free from the binding restrictions of culture and creed to live into a new reality (the Kingdom of God): "There is no longer Jew or Greek, there is no longer slave or free, there is no longer male and female; for all of you are one in Christ Jesus" (Galatians 3:28). True freedom is found in this creative tension between the "lordly" and servant-like spirit. This freedom is not for self indulgence but to serve the community and the world out of love for God (Galatians 5:13).

The Christians of Shepherd Church cherish this freedom in Christ and recognize, as one of our forebears put it, that freedom is a gift and the last of all gifts to mature. In the meantime there will

be questions and conflicts. Full maturity and full understanding await the day when "the kingdoms of this world become the kingdom of our God and of his Christ, when he shall reign forever and ever" (Revelation 11:15). In the meantime we offer freedom to one another, since freedom is not something we claim for ourselves, but offer to the other. In this we are simply sharing the gift of freedom God has given us in Jesus Christ.

Article IV. Membership

Section 4.01 Membership In General. Membership in Shepherd Church shall consist of all persons who have met the qualifications for membership as affirmed by the pastors and congregation. Persons who meet these requirements shall be listed on the membership roll.

Section 4.02 Qualifications For Membership. The qualifications for membership are:

- (1) A personal commitment and profession of faith in Jesus Christ for salvation;
- (2) Baptism as a testimony of salvation;
- (3) Attendance at an orientation session or class, and
- (4) Agreement with the Church's statement of faith and purpose. (Amended September 24, 2017)

Section 4.03 Designation Of Membership. In order to properly reflect the membership of the Church, a membership roll will be maintained with all members designated as either active members or inactive members, defined as follows:

- (1) Active members shall be those members who have attended at least one church worship service or church event within the last twelve (12) months, and
- (2) Inactive members shall be those members who have not attended any worship service or church event within the last twelve (12) months, and shall also include members who have asked to be placed in an inactive status.

Section 4.04 Rights Of Membership. Every person who has met the requirements for being an active member prior to a meeting of the Congregation shall have the right to participate in matters of church business at that meeting as defined by these By-Laws. A priority of the Church shall be to encourage all members to actively participate in ministry as a responsibility of Church membership.

Section 4.05 Termination Of Membership. Members shall be removed from the Church roll for the following reasons:

- (1) Death;
- (2) Transfer of membership to another church;
- (3) By written request from the member; or
- (4) Dismissal by a majority vote of Church Pastors, and Shepherds in accordance with biblical principles described in Matthew 18: 15-17 or Titus 3: 10-11, which shall be carried out in the spirit of grace, love and prayerful consideration.

Section 4.06 Restoration Of Membership. Members who have been dismissed may be restored by a majority vote of the Pastors and Shepherds in accordance with the spirit of 2 Corinthians 2:7-8.

Section 4.07 Congregation Defined. The term “Congregation” as used in these By-Laws, means the active membership of Shepherd Church in meeting assembled, duly called, with proper notice, and with a quorum present.

Section 4.08 Annual Meetings Of Congregation. (a) An Annual Meeting of the Congregation of Shepherd Church shall be held during the first fifteen (15) days of December of each year, provided, however, that by the unanimous consent of the persons then occupying the positions of Senior Pastor, President of Shephard Church, and Lay Leader, the date of the Annual Meeting may be postponed due to an emergency situation.

(b) The primary purposes of the Annual Meeting shall be:

- (1) To review ministry reports;
- (2) To determine the Church vision for the coming year;
- (3) To consider and approve the Church Budget for the coming year;
- (4) To elect Directors to replace those Directors whose term of office has expired;
- (5) To elect, if necessary, a person to the position of Lay Leader and Deacon to replace a Lay Leader and Deacon whose term of office has expired;
- (6) To elect Deacons to replace those other Deacons whose terms of office has expired;
- (7) To elect voting members of the Finance Committee to replace those voting members of the Finance Committee whose term of office have expired, and
- (8) To consider any other matters which might be brought before the Congregation. (Amended September 24, 2017; amended September 27, 2020)

Section 4.09 Quarterly Meetings Of Congregation. (a) Quarterly Meetings of the Congregation of Shepherd Church shall be held during the last ten (10) days of March, June, and September, provided, however, that by the unanimous consent of the persons then occupying the positions of Senior Pastor, President of Shephard Church, and Lay Leader, the date of a Quarterly Meeting may be postponed due to an emergency situation.

(b) The purposes of Quarterly Meetings shall be:

- (1) To fill any vacancies occurring on the Board of Directors, the Board of Deacons or among voting members of the Finance Committee, and
- (2) To consider any other matter which might be brought before the Congregation. (Amended September 24, 2017; amended September 27, 2020)

Section 4.10 Special Meetings Of Congregation. (a) Special Meetings of the Congregation of Shepherd Church may be called from time to time by the Senior Pastor, by the Board of Directors, or by the Board of Deacons.

(b) The purpose of a Special Meeting shall be:

- (1) To fill any vacancies occurring on the Board of Directors, the Board of Deacons or among the voting members of the Finance Committee, and
- (2) To consider any other matter which might be brought before the Congregation. (Amended September 24, 2017)

Section 4.11 Notice Of Meetings. (a) Notice of any meeting of the Congregation of Shepherd Church shall be given by announcement at the regular Sunday morning worship service occurring at least three (3) days prior to the date of the meeting or by written notice sent to every active member by first class mail or e-mail at least six (6) days prior to the

date of the meeting.

(b) The notice given for a meeting shall specify the matters to be considered. No matter, except procedural motions, shall be considered at a Quarterly Meeting or Special Meeting unless it has been specified in the notice of the meeting.

Section 4.12 Absentee Ballots. (a) The Secretary of Shepherd Church shall cause written absentee ballots, and a means of casting an absentee ballot online, to be prepared for each meeting and made available no later than three (3) days, nor more than ten (10) days, prior to the day of the meeting. An absentee ballot shall have a space at the bottom for the absentee voter to sign the absentee ballot and shall have two columns of spaces designated respectively “For” and “Against”, with a set of two spaces before:

(1) Each matter to be considered,

(2) An item which says “Such other matters as may be properly brought before the Congregation (a failure to designate either For or Against means an abstention on such other matters)”, and

(3) Each candidate nominated for election to any position in Shepherd Church.

(b) The absentee ballot shall have instructions that:

(1) Voting shall be by placing an X or a check mark in either the “For” or “Against” space before each item;

(2) The absentee ballot must be signed by the absentee voter either by hand or by electronic signature, and

(3) The absentee ballot must be delivered to the Secretary at any time before the beginning of the meeting.

(c) The Secretary shall make written absentee ballots available to any active member who requests one (1) or more absentee ballots.

(d) Only those absentee ballots signed by the absentee active member and returned to the Secretary, or his or her designated agent, or returned to, or entered upon a secure website maintained by Shepherd Church, prior to the beginning of a meeting, shall be valid. An absentee ballot shall be considered as having been revoked if the absentee voter attends the meeting.

(e) At the beginning of a meeting, the Secretary, or his or her designated agent, shall announce that anyone who submitted an absentee ballot, but who is present at the meeting, should either revoke the absentee ballot or refrain from voting. Thereafter, the Secretary, or his or her agent, shall include the valid and unrevoked votes submitted by absentee ballot in the tally of the voting on any matter or candidate. (Amended September 24, 2017; amended September 25, 2022)

Section 4.13 Voting By Proxy Prohibited. Voting by proxy at any meeting of the Congregation of Shepherd Church is prohibited.

Section 4.14 Nominations From The Floor. Nomination of a candidate for a position may be made from the floor at any meeting where a candidate for a position in Shepherd Church is to be elected. (Amended September 24, 2017; amended September 25, 2022)

Section 4.15 Filling Of Vacancies. Whenever any position elected by the Congregation becomes vacant, the Board of Personnel may nominate a person to fill the vacancy for

consideration and approval by the Congregation at its next meeting. Any person elected to fill a vacancy shall be elected to serve for the remainder of the term of office of the person who vacated the position. (Section 4.15 was added September 24, 2017; amended December 11, 2022)

Section 4.16 Presiding Officer. The Senior Pastor shall preside at meetings of the Congregation or may request another person to preside. When the position of Senior Pastor is vacant, or if the Senior Pastor is absent or incapacitated, if no other person has been requested to preside by the Senior Pastor, then in that event the President of Shepherd Church shall preside or may request another person to preside. (Section 4.16 was added December 11, 2022; Amended June 25, 2023)

Section 4.17 Quorum. (a) Those persons who are currently active members of Shepherd Church and number twenty-five percent (25%) of the average attendance at Sunday worship services for the previous three (3) full calendar months, shall constitute a quorum for the transaction of business at any meeting of the Congregation. The number required to constitute a quorum shall be announced at the beginning of the meeting. Active members voting by absentee ballot shall be considered as being present.

(b) Any active member may suggest the absence of a quorum, which will then require a counting of the active members present to determine if a quorum is present. (Amended July 20, 2014; former Section 4.15 was renumbered Section 4.16 September 24, 2017; amended July 24, 2018; renumbered Section 4.16 was renumbered Section 4.17 December 11, 2022)

Section 4.18 Voting. (a) Each active member of Shepherd Church shall have one (1) vote on each matter to come before a meeting of the Congregation for consideration and on each candidate to be considered for election at a meeting, which vote may be exercised in person or by absentee ballot.

(b) A simple majority vote in the affirmative shall be necessary and sufficient for the adoption of any matter or for the election of a person to any position. (Former Section 4.16 was renumbered Section 4.17 September 24, 2017; renumbered Section 4.17 was renumbered Section 4.18 December 11, 2022)

Article V. Board of Personnel

Section 5.01 Composition Of Board Of Personnel. There shall be a Board of Personnel of Shepherd Church which shall be composed of five (5) voting members, namely: the Deacon of Personnel, one (1) Director selected by the Board of Directors, the Lay Leader and Deacon and two (2) other persons selected by the Deacon of Personnel. In addition, the Senior Pastor shall be an *ex-officio* non-voting member. The Deacon of Personnel may choose to select other persons, including retired pastors who attend Shepherd Church, to be non-voting consultants to the Board of Personnel. (Amended December 11, 2022)

Section 5.02 Qualification For Board Of Personnel Member. (a) No two (2) members of the Board of Personnel shall be married to each other, have the relationship of parent and child or grandparent and grandchild, be siblings, or live in the same household.

(b) No person who has served as a voting member of the Board of Personnel for two (2) years or more shall be eligible to serve a subsequent term of office until a period of one (1) year has elapsed since the end of his or her term. (Amended December 11, 2022)

Section 5.03 Term Of Office Of Board Of Personnel. The voting members of the Board of Personnel shall serve a term of office expiring the 31st day of December of each year; provided however, that any vacancy occurring prior to the end of a term of office shall be filled for the remainder of the term. (Amended June 24, 2018; amended December 11, 2022)

Section 5.04 Officers Of Board Of Personnel. The Deacon of Personnel shall be the Chairman of the Board of Personnel and shall preside at its meetings, and in his or her absence, or at his or her request, the Lay Leader shall serve as Acting Chairman and shall preside. Each year the Board of Personnel shall select a voting member as a Secretary to record the Minutes of its deliberations. (Amended December 11, 2022)

Section 5.05 Meetings Of The Board Of Personnel. (a) Meetings of the Board of Personnel may be called by its Chairman, by its Acting Chairman, by a majority of its voting members or by the Senior Pastor.

(b) A quorum for the transaction of business of the Board of Personnel shall consist of a simple majority of those persons who are currently voting members of the Board.

(c) All meetings of the Board of Personnel shall be held in executive session with only the following persons in attendance:

(1) The voting members of the Board of Personnel;

(2) The Senior Pastor, except when a decision is being made concerning his performance or actions, and

(3) Such other persons as the Chairman or Acting Chairman may choose to attend during either all or part of a meeting. (Amended December 11, 2022)

Section 5.06 Voting By Board Of Personnel. (a) Provided a quorum is present, a simple majority vote in the affirmative of the members of the Board of Personnel then voting shall be necessary and sufficient for the adoption of any matter or the nomination of a person for any position.

(b) Voting by proxy or by absentee ballot on any matter before the Board of Personnel shall not be allowed. (Section 5.06 was added September 24, 2017; amended September 27, 2020; amended December 11, 2022)

Section 5.07 Responsibilities Of Board Of Personnel. The Board of Personnel shall:

(1) Recruit and interview candidates for the position of Senior Pastor and other pastors, and nominate persons to those positions for consideration by the Board of Deacons;

(2) Recruit and interview candidates for the position of Director, and nominate

persons to those positions for consideration by the Congregation;.

(3) Recruit and interview candidates to serve as voting members of the Finance Committee, and nominate persons to those positions for consideration by the Congregation:

(4) In consultation with the Senior Pastor, nominate candidates for the position of Lay Leader/Deacon and Deacon, for consideration by the Congregation;

(5) Conduct a review of the performance, plans and goals of the Senior Pastor and other pastors as provided by Section 8.05;

(6) Conduct a review of the performance, plans and goals of other personnel of Shepherd Church, and

(7) Establish policies with regard to personnel of Shepherd Church. (Former Section 5.06 was renumbered Section 5.07 September 24, 2017; Amended September 24, 2017; amended September 25, 2022; amended December 11, 2022)

Article VI. Board Of Directors

Section 6.01 Composition Of Board Of Directors. The Board of Directors of Shepherd Church shall be composed of seven (7) voting Directors elected by the Congregation. In addition, the Senior Pastor and the Lay Leader shall each be an *ex-officio* non-voting Director.

Section 6.02 Qualifications For Directors. (a) No two (2) members of the Board of Directors shall be married to each other, have the relationship of parent and child or grandparent and grandchild, be siblings, or live in the same household.

(b) No person who has served as a voting Director for two (2) years or more shall be eligible to serve a subsequent term of office until a period of (1) year had elapsed since the end of his or her previous term of office.

(c) No person shall serve on the Board of Directors while simultaneously serving on the Board of Deacons or the Finance Committee, except that:

(1) The President of Shepherd Church shall serve as an *ex-officio* voting member of the Board of Deacons;

(2) The Senior Pastor shall serve as an *ex-officio* non-voting member of the Board of Deacons;

(3) The Lay Leader shall serve as a voting Deacon and as an *ex-officio* non-voting member of the Finance Committee, and

(4) The Treasurer shall serve as an *ex-officio* non-voting member of the Finance Committee.

Section 6.03 Term Of Office Of Director. The initial voting Directors shall select two (2) voting Directors to serve through 2013, two (2) voting Directors to serve through 2014, and three (3) voting Directors to serve through 2015. Thereafter, their replacements shall serve for a three (3) year term of office expiring on the 31st day of December of the third

year; provided however, that any vacancy occurring prior to the end of a term of office shall be filled for the remainder of the term.

Section 6.04 Responsibilities Of The Board Of Directors. The Board of Directors shall:

- (1) Manage the business and non-ministry affairs of Shepherd Church;
- (2) Elect the President, Vice President, Secretary and Treasurer of Shepherd Church from among the voting Directors;
- (3) Select one (1) Director to serve on the Board of Personnel;
- (4) Authorize all loans and the execution of evidences of indebtedness in the name of Shepherd Church, subject to the approval of the Congregation;
- (5) Authorize any officer of officers to execute and deliver any other contract or Instrument;
- (6) Review the Church Budget as proposed by the Board of Deacons, and
- (7) Adopt amendments to the Articles of Incorporation, change the Registered Office and Registered Agent of the corporation, and approve Amendments to these By-Laws and propose those amendments to the By-Laws to the Congregation for its consideration and approval. (Amended December 1, 2013; amended December 11, 2022; amended March 26, 2023)

Section 6.05 Call Of Meetings Of Board Of Directors. Meetings of the Board of Directors of Shepherd Church may be called by the President or by any two (2) Directors.

Section 6.06 Notice of Meetings Of Board Of Directors. The President or the two (2) Directors calling a meeting of the Board of Directors of Shepherd Church shall give notice of the date, time and place of the meeting to every other Director, by first class mail or e-mail, at least six (6) days prior to the date of the meeting.

Section 6.07 Waiver of Notice of Meetings Of Board Of Directors. Any Director may waive notice of any meeting of the Board of Directors of Shepherd Church. The attendance by a Director at a meeting shall constitute waiver of notice of that meeting, except where a Director attends that meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and convened.

Section 6.08 Quorum At Meetings Of Board Of Directors. A simple majority of the voting Directors as then serving on the Board of Directors of Shepherd Church shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.09 Voting By Board Of Directors. (a) Provided a quorum is present, a simple majority vote in the affirmative by the Directors then voting shall be necessary and sufficient for the adoption of any matter or for the election of a person to any position. (b) Voting by proxy or by absentee ballot on any matter before the Board of Directors shall not be allowed. (Amended September 27, 2020)

Section 6.10 Consent To Action Without Meeting. Action taken by the voting Directors without a meeting is nevertheless action by the Board of Directors of Shepherd Church if

written consent to the action is signed by all voting Directors and filed with the Secretary for inclusion with the Minutes of the Board of Directors.

Article VII. Corporate Officers

Section 7.01 President. The President of Shepherd Church shall be elected by the Board of Directors from among its voting Directors and shall:

- (1) Act as principal executive officer of Shepherd Church and supervise the corporate affairs of the Church;
- (2) Call meetings of the Board of Directors;
- (3) Preside at meetings of the Board of Directors;
- (4) Sign, with the Secretary, any contracts, deeds, promissory notes, deeds of trust and other instruments which the Board of Directors authorize to be executed, except where the execution of an instrument has been expressly delegated by the Board of Directors to some other person;
- (5) Serve as an *ex-officio* voting member of the Board of Deacons, and
- (6) Perform all other duties incident to the office of President or as directed by the Board of Directors.

Section 7.02 Vice President. The Vice President of Shepherd Church shall be elected by the Board of Directors from among its voting Directors and shall perform the responsibilities and duties of the President in his or her absence or incapacity. In the event of a vacancy in the office of the President, the Vice President shall succeed to that office until the vacancy is filled.

Section 7.03 Secretary. The Secretary of Shepherd Church shall be elected by the Board of Directors from among its voting Directors and shall:

- (1) Keep the minutes of meetings of the Congregation and meetings of the Board of Directors in one or more books provided for that purpose;
- (2) See that all notices are duly given as required by these By-Laws or by law unless the responsibility for the giving of a notice is delegated to some other person;
- (3) See to the preparation of absentee ballots for each meeting of the Congregation;
- (4) Serve as the custodian of the corporate records and seal of Shepherd Church and see that the corporate seal is affixed to all documents, the execution of which on behalf of Shepherd Church under its seal is duly authorized, and
- (5) Perform all other duties incident to the office of Secretary or as directed by the Board of Directors.

Section 7.04 Treasurer. (a) The Treasurer of Shepherd Church shall be elected by the Board of Directors from among its voting Directors and shall:

- (1) Supervise the payment of all expenditures in accordance with the Church Budget or as specifically approved by the Board of Deacons or the Congregation as

provided in Section 12.03(d).

- (2) Sign checks for disbursements;
- (3) Keep a permanent record of all gifts, tithes and other donations to the Church;
- (4) Provide to each donor of cash or goods, at least annually, a receipt for income tax deduction purposes;
- (5) Present a current financial statement and report to each Annual Meeting of the Congregation and to each meeting of the Board of Directors, Finance Committee and Board of Deacons;
- (6) Serve as an *ex-officio* non-voting member of the Finance Committee, and
- (7) Perform all other duties incident to the office of the Treasurer, or as directed by the Board of Directors.

(b) The Board of Directors may, from time to time, provide for other persons, as either volunteers or paid staff, to perform some of the responsibilities and duties of the Treasurer, except for the Treasurer's *ex-officio* non-voting membership on the Finance Committee. (Amended December 13, 2020; amended September 24, 2023)

Section 7.05 Term Of Office Of Corporate Officers. (a) Each corporate officer shall serve a one (1) year term of office beginning the 1st day of January of each year and ending the 31st day of December of that year. However, a corporate officer may be elected to successive terms of office for as long as he or she is a voting Director.

(b) The Board of Directors may remove a corporate officer from office for cause, including misfeasance or malfeasance.

(c) In the event of a vacancy in a corporate office, the Board of Directors shall elect a successor from among its voting Directors to serve the remainder of the term of office.

Article VIII. Pastors

Section 8.01 Nomination And Election Of Pastors. The Senior Pastor and other pastors shall be recruited, interviewed and initially selected by the Nominating Committee and recommended to the Board of Deacons for approval. (Amended September 25, 2022)

Section 8.02 Qualification Of Pastors. Each pastor shall meet the qualifications for the office of pastor as set forth in 1 Timothy 3:1-7 and Titus 1:6-9.

Section 8.03 Responsibility Of Senior Pastor. The Senior Pastor of Shepherd Church shall:

- (1) Be responsible for leading the church to function as a New Testament Church;
- (2) Be responsible for organizing worship services, preaching sermons, and inviting other pastors of Shepherd Church, guest preachers and speakers to fill the pulpit, from time to time, in order to maintain a well-rounded spiritual program and the preaching of the Word for the whole Church;
- (3) Promote aggressive evangelism, deliberate discipleship and compassionate ministry by the whole Church;

(4) Employ or terminate the employment of any employee of the Church in consultation with the Board of Directors and the Board of Deacons within the limits of the budget; provided, however, that other pastors shall be employed or terminated by the Board of Deacons;

(5) Supervise and lead other pastors of Shepherd Church and all salaried and unsalaried employees;

(6) Preside at meetings of the Congregation or to request another person to preside;

(7) Serve as an *ex-officio* non-voting member of the Board of Directors;

(8) Receive recommendations for the election of Lay Leader and Deacon and other Deacons from the congregation of Shepherd Church and submit names to the Board of Personnel of suggested candidates for the position of Lay Leader and Deacon and other Deacons;

(9) Call and preside at meetings of the Board of Deacons;

(10) Serve as an *ex-officio* non-voting member of the Board of Deacons;

(11) Select persons to serve as Shepherds;

(12) Call meetings and meet with the Shepherds;

(13) Serve as an *ex-officio* non-voting member of the Board of Personnel, and

(14) Serve as an *ex-officio* non-voting member of the Finance Committee.

(Amended September 24, 2017; amended September 25, 2022; amended December 11, 2022; amended March 26, 2023)

Section 8.04 Responsibilities Of Other Pastors. Any pastor of Shepherd Church, other than the Senior Pastor, shall have such responsibilities as may be assigned to him or her by the Senior Pastor or by the Board of Deacons.

Section 8.05 Pastoral Review. The Board of Personnel shall meet with the Senior Pastor in January of each year to review the performance of the Senior Pastor during the previous year and his or her plans and goals for the current year. The Board of Personnel may elect to meet with, and review the performance, plans and goals of any other pastor. The Board of Personnel may choose to conduct a similar review of the Senior Pastor or other pastors at other times during the year.. (Amended September 24, 2017; amended December 11, 2022)

Section 8.06 Voluntary Resignation Of Pastors. A pastor shall give at least two (2) weeks notice to the Board of Deacons prior to voluntarily terminating his or her responsibilities and performance of duties.

Section 8.07 Removal Of Pastor. (a) A pastor may be removed from the position of pastor for the following reasons:

(1) Willful rejection of the Affirmation of Faith and Identity contained in Article III of the By-Laws;

(2) Willful violation of these By-Laws;

(3) Neglect of ministerial duties;

(4) Illegal, immoral or fraudulent conduct;

(5) Conspiring to divide Shepherd Church;

(6) Uniting with, or forming, any other organization having purposes similar to

Shepherd Church without prior approval of the Board of Directors and Board of Deacons;

(7) Accepting ordination or licensing from any organization similar to Shepherd Church without prior approval of the Board of Directors and the Board of Deacons;

(8) Willful or negligent failure to keep church records, or the destruction of church records without authorization of the Board of Deacons of Shepherd Church, and

(9) Willful or negligent failure to comply with governmental regulations.

(b) In order for a pastor to be removed from the position of pastor:

(1) He or she shall be given a written and signed statement of the grounds for removal by the person or persons seeking his or her removal;

(2) He or she shall be given an opportunity to defend against his or her removal before a meeting of the Board of Deacons called for that purpose, and

(3) The Board of Deacons shall vote that he or she be removed as a pastor.

(Amended September 27, 2020; amended December 11, 2022)

Section 8.08 Pastoral Employment Contracts. Any written agreements entered into between Shepherd Church and a pastor shall be honored by Shepherd Church according to its terms and regardless of whether the relationship is voluntarily or involuntary terminated; provided however, that any such agreement shall incorporate, either in specific language, or by reference, Section 8.05 and Section 8.06 of these By-Laws as those provisions exist at the time the agreement was entered into by Shepherd Church and the pastor.

Article IX. Lay Leader

Section 9.01 Election Of Lay Leader. There shall be a Lay Leader of Shepherd Church who shall be elected by the Congregation to serve as both Lay Leader and Deacon.

Section 9.02 Responsibilities Of Lay Leader. The Lay Leader shall:

(1) Partner with the senior Pastor in overall leadership of the laity of Shepherd Church in planning and executing its mission and ministries;

(2) Keep focused on the church's primary task of making disciples for Jesus Christ;

(3) Foster awareness of the role of laity both within the Congregation and through their ministries in daily life and to find ways within the community of faith to recognize these ministries;

(4) Function as a Deacon and as the laity representative on the Board of Deacons;

(5) Preside at meetings of the Board of Deacons in the absence of, or at the request of, the Senior Pastor;

(6) Serve as Chairman of the Pastoral Review Committee;

(7) Serve as a non-voting laity representative on the Board of Directors and on the Finance Committee;

(8) Meet regularly with the Senior Pastor to discuss the state of the church and the opportunities for ministry;

(9) Take part in study and training opportunities to understand the church and its ministries;

(10) Inform the congregation of bible studies, small groups, and training opportunities to grow the church's understanding of its mission and ministries;

(11) Serve as a voting member of the Board of Personnel, and

(12) Preside at meetings of the Congregation or to request another person to preside when the position of Senior Pastor is vacant or when the Senior Pastor is absent or incapacitated and the Senior Pastor has not requested another person to preside. (Amended December 11, 2022)

Section 9.03 Term Of Office Of Lay Leader. The Lay Leader shall serve a term of office concurrent with his or her term of office as a Deacon.

Section 9.04 Removal Of Lay Leader. A Lay Leader may be removed, both as a Lay Leader and as a Deacon, by the Board of Deacons, for illegal, immoral or fraudulent conduct or for failure to perform the responsibilities of Lay Leader.

Article X. Deacons

Section 10.01 Composition Of Board of Deacons. (a) The Board of Deacons shall be composed of at least ten (10) Deacons and three (3) *ex-officio* members as follows:

(1) A Deacon who has been elected by the congregation as both a Deacon and Lay Leader of the Church:

(2) At least nine (9) other Deacons elected by the Congregation;

(3) The President of Shepherd Church who is not a Deacon but who is an *ex-officio* voting member of the Board of Deacons;

(4) The Senior Pastor of Shepherd Church who is not a Deacon but who is an *ex-officio* non-voting member of the Board of Deacons, and

(5) The Church Administrator who is not a Deacon but who is an *ex-officio* non-voting member of the Board of Deacons.

(b) The number of Deacons may be increased as needed.

Section 10.02 Qualifications For Deacons. (a) A Deacon shall have the qualifications as set forth in the New Testament.

(b) No two (2) members of the Board of Deacons shall be married to each other, have the relationship of parent and child or grandparent and grandchild, be siblings, or live in the same household.

(c) No person who has served as a Deacon for two (2) years or more shall be eligible to serve a subsequent term of office until a period of one (1) year has elapsed since the end of his or her previous term of office.

(d) No person shall serve on the Board of Deacons while simultaneously serving on the

Board of Directors except for the President, the Senior Pastor, and the Lay Leader. No person shall serve on the Board of Deacons while simultaneously serving on the Finance Committee except the Lay Leader.

Section 10.03 Selection And Election Of Deacons. Candidates for the position of Lay Leader / Deacon and Deacon of Shepherd Church may be recommended to the Senior Pastor or the Chairman of the Board of Personnel by any active member of the Church. From those persons recommended, or from other persons who agree to serve as Lay Leader/Diacon or as Deacon, the Board of Personnel, in consultation with the Senior Pastor, shall nominate candidates for the position of Lay Leader/Diacon and Deacon for consideration by the Congregation. Nominations from the floor shall be allowed. (Amended September 24, 2017; amended December 11, 2022)

Section 10.04 Term Of Office Of Deacons. The initial Board of Deacons shall select three (3) Deacons to serve through 2013, four (4) Deacons to serve through 2014 and four (4) Deacons to serve through 2015. If the composition of the Board of Deacons is increased to more than eleven (11) Deacons, the term of office of any additional Deacon shall be specified at the time of his or her election. Replacements for any Deacon shall serve for a three (3) year term of office expiring on the 31st day of December of the third year; provided, however, that any vacancy occurring prior to the end of a term of office shall be filled for the remainder of the term.

Section 10.05 Responsibilities Of Deacons. (a) The Board of Deacons shall:

- (1) Serve as the Senior Pastor's advisory council;
- (2) Have general oversight and charge of the ministry and kingdom work of Shepherd Church;
- (3) Seek the highest spiritual good of Shepherd Church;
- (4) Prepare the Church Budget and propose it the Board of Directors and to the Finance Committee for review, and to the Congregation for approval;
- (5) Amend the Church Budget when necessitated by an increase or decrease in income, or by the need to commit amounts from one area to another, or to authorize expenditures in excess of the Church Budget when excess funds exist; provided, however, that notice of any such amendment or authorization shall be given at the next Annual, Quarterly, or Special Meeting of the Congregation, and provided further, that any such amendment or authorization in the amount of ten thousand dollars (\$10,000.00) or more must first be approved by the Congregation before becoming effective;
- (6) Receive and distribute the funds for the Church within the Church Budget;
- (7) Make funds available for ministry and maintenance, repair, upkeep, conservation and improvement of church property within the limits of church income and the Church Budget;
- (8) Authorize non-budget expenditures not exceeding ten thousand dollars (\$10,000.00);
- (9) Oversee the daily operation of the ministries of the church;
- (10) Facilitate effective ministry;
- (11) Work for unity and peace within the Body of Believers;
- (12) Assist in the observance of the Lord's Supper;

(13) Employ pastors and remove pastors, and
(14) Perform such other duties as set forth in the New Testament such as in Acts 6:1-7 and 1 Timothy 3:8-13.

(b) Individual Deacons shall;

(1) Seek to be models of servant-leadership and faithful discipleship;
(2) Carefully tend to their own spiritual health and growth;
(3) Encourage and equip others for ministry, and
(4) Cultivate and grow their own leadership skills through reading and studying, and participating in Bible studies, Emmaus Walks and other endeavors.

(c) The Board of Deacons, in consultation with the Senior Pastor, shall appoint individual Deacons to chair the following standing committees, or in the case of the Deacon of Personnel, to chair the Board of Personnel:

- (1) Administration;
- (2) Buildings and Facilities;
- (3) Campus Management;
- (4) Discipleship;
- (5) Evangelism;
- (6) Guest Relations;
- (7) Hospitality;
- (8) Life and Faith;
- (9) Missions;
- (10) Personnel;
- (11) Prayer, and
- (12) Worship

(Amended September 24, 2017; amended September 26, 2021; amended December 11, 2022; amended March 26, 2023; amended June 25, 2023)

Section 10.06 Officers Of Board Of Deacons. The Deacon who is also the Lay Leader of Shepherd Church shall serve as the Chairman of the Board of Deacons, to preside in the absence of, or at the request of, the Senior Pastor. The Board of Deacons shall elect a Deacon as Secretary to record the minutes of its deliberations.

Section 10.07 Call Of Meetings Of Board Of Deacons. Meetings of the Board of Deacons of Shepherd Church may be called by the Senior Pastor, by the Chairman, or by any two (2) Deacons.

Section 10.08 Notice of Meetings Of Board Of Deacons. The person or persons calling a meeting of the Board of Deacons of Shepherd Church shall give notice of the date, time and place of the meeting to every other Member of the Board of Deacons, by first class mail or e-mail, at least six (6) days prior to the date of the meeting.

Section 10.09 Waiver of Notice Of Meetings Of Board Of Deacons. Any Member of the Board of Deacons may waive notice of any meeting of the Board of Deacons of Shepherd Church. The attendance by a Member of the Board of Deacons at a meeting shall constitute waiver of notice of that meeting, except where a Deacon attends that meeting for the express purpose of objecting to the transaction of any business because the meeting

was not lawfully called and convened.

Section 10.10 Quorum At Meetings Of Board Of Deacons. A simple majority of the voting members as then serving on the Board of Deacons of Shepherd Church shall constitute a quorum for the transaction of business at any meeting of the Board of Deacons.

Section 10.11 Voting By Board Of Deacons. (a) Provided a quorum is present, a simple majority vote in the affirmative by the members of the Board of Deacons then voting shall be necessary and sufficient for the adoption of any matter or for the election of a person to any position or for the nomination of a person for any position.

(b) Voting by proxy or by absentee ballot on any matter before the Board of Deacons shall not be allowed. (Amended September 24, 2017; amended September 27, 2020)

Section 10.12 Consent To Action Without Meeting. Action taken by the voting Deacons without a meeting is nevertheless action by the Board of Deacons of Shepherd Church if written consent to the action is signed by all voting Deacons and filed with the Secretary of the Board of Deacons for inclusion with the Minutes of the Board of Deacons.

Article XI. Shepherds

Section 11.01 Shepherds In General. Shepherds of Shepherd Church shall be selected, from time to time, by the Senior Pastor. (Amended September 24, 2017)

Section 11.02 Selection of Shepherds. Candidates for the position of Shepherd of Shepherd Church may be recommended to the Senior Pastor by any active member of the Church. From those persons recommended, or other persons, the Senior Pastor shall determine who shall be Shepherds. (Amended September 24, 2017)

Section 11.03 Term Of Office Of Shepherds. Shepherds shall serve until they resign, become inactive members of Shepherd Church, die, or are removed.

Section 11.04 Removal Of Shepherds. (a) Shepherds may be removed for cause by the Board of Deacons.

(b) Before a Shepherd is removed, he or she shall be given notice of the meeting at which the matter is to be considered, including a written statement of the basis for the proposed removal, and shall have the opportunity to attend the meeting and defend against the removal.

Section 11.05 Responsibilities Of Shepherds. Each Shepherd of Shepherd Church shall:

(1) Oversee and tend approximate six (6) families or twelve (12) individual members of Shepherd Church, hereinafter referred to as the Shepherd's "flock";

(2) Pray daily for their flock;

- (3) Call or visit members of their flock when they are absent from worship;
- (4) Remember a special day of a member of their flock with a card, visit or telephone call;
- (5) Visit when one of their flock is sick or hospitalized;
- (6) Keep the Church office, (and Senior Pastor if necessary) informed as to changes in the status, health, mailing and physical address and e-mail address of each member of their flock;
- (7) Be available to each member of their flock for encouragement and spiritual counsel;
- (8) Seek to be models of servant-leadership and faithful discipleship;
- (9) Carefully tend to their own spiritual health and growth;
- (10) Encourage and equip others for ministry;
- (11) Cultivate and grow their own leadership skills through reading and studying, and participating in Bible studies, Emmaus Walks and other endeavors;
- (12) Gently lead their flock with humility and love, and
- (13) Meet with the Senior Pastor and other Shepherds. (Amended September 24, 2017)

Article XII. Finances

Section 12.01 Fiscal Year. The fiscal year of the Shepherd Church shall be from the 1st day of January through the 31st day of December of each year.

Section 12.02 Finance Committee. (a) There shall be a Finance Committee of Shepherd Church which shall be composed of seven (7) voting members and shall include the Senior Pastor, the Lay Leader, the Treasurer of Shepherd Church and the Financial Accountant of Shepherd Church as *ex-officio non-voting members*..

(b) No two (2) members of the Finance Committee shall be married to each other, have the relationship of parent and child or grandparent and grandchild, be siblings, or live in the same household.

(c) No person shall serve on the Finance Committee as a voting member while simultaneously serving on the Board of Directors or the Board of Deacons.

(d) No person who has served as a voting member of the Finance Committee for two (2) years or more shall be eligible to serve a subsequent term of office until a period of one (1) year has elapsed since the end of his or her previous term of office.

(e) The Board of Deacons shall select some voting members of the initial Finance Committee to serve through 2013, some to serve through 2014, and some to serve through 2015. Thereafter, their replacements shall serve for a three (3) year term of office expiring on the 31st day of December provided, however, that any vacancy occurring prior to the end of a term of office shall be filled for the remainder of the term.

(f) The Finance Committee shall elect its own Chairman and Secretary who shall serve a term of office ending on the 31st day of December of each year. However, an officer of the Finance Committee may be elected to successive terms of office for as long as he or she is

a voting member of the Finance Committee.

(g) Meetings of the Finance Committee may be called by the Chairman or by a majority of its voting members. A quorum for the transaction of business of the Finance Committee shall consist of a simple majority of those persons who are currently voting members of the Finance Committee. (Amended September 24, 2017; amended March 26, 2023; amended June 25, 2023)

Section 12.03 Church Budget. **(a)** The Board of Deacons shall prepare a proposed Church Budget for the following fiscal year and, no earlier than the 1st day of October and no later than the 1st day of November each year, shall submit it to the Board of Directors and the Finance Committee for review, comment and recommendations.

(b) The Board of Directors and the Finance Committee shall review the proposed Church Budget and, if appropriate, make any comments or suggested changes to the Board of Deacons no later than the 15th day of November each year. Thereafter, the Board of Deacons shall put the Church Budget in final form as it determines, shall post it on the Church website no later than the last Sunday in November, and shall submit it to the Congregation for approval at the Annual Congregation Meeting each year.

(c) At the Annual Congregation Meeting, the proposed Church Budget shall either be adopted or rejected. No amendments shall be allowed unless previously approved by the Board of Deacons. If the proposed Church Budget is rejected by the congregation, the Church Budget for the current fiscal year shall continue in force and effect for the next fiscal year until a Church Budget proposed by the Board of Deacons is approved by the Congregation.

(d) No expenditure of funds shall be made unless authorized by the Church Budget adopted by the Congregation, or authorized by the Church Budget as amended by the Board of Deacons, or otherwise authorized by the Board of Deacons, subject to the requirement that whenever the Board of Deacons amends the Church Budget or authorizes an expenditure and the amendment or authorization is in an amount of ten thousand dollars (\$10,000.00) or more, any such amendment or authorization must first be approved by the Congregation before becoming effective. (Amended September 27, 2015; amended September 23, 2023)

Section 12.04 Contributions. **(a)** All contributions to Shepherd Church shall be recorded by the Treasurer. The amount of contributions by particular individuals shall be kept in a separate record and shall be kept confidential, except in the case of a testamentary devise or bequest, unless the testator has requested anonymity.

(b) The Treasurer shall appoint no less than two (2) active members who are not related to each other or to the Treasurer to receive and count contributions received at worship services or congregational meetings. The Treasurer may elect to be an *ex-officio* member of the team.

(c) Contributions shall be placed in a sealed bag and shall be taken to the official bank depository for Shepherd Church by at least two (2) team members the same day as received. The next business day, at least two (2) team members shall recover the sealed bag from the official bank depository, count the contributions, prepare a deposit slip and deposit the contributions with the official bank depository. A written report for each counting shall be signed by each team member who conducted the counting and the written report shall be delivered to the Treasurer along with the deposit slip and any opened envelopes.

(d) Notwithstanding the provisions of Subsection (a) and (c), the Board of Directors may, from time to time, provide for other persons, as either volunteers or paid staff, to record contributions to Shepherd Church and to receive the written report for each accounting

signed by each team member who conducted the counting, along with the deposit slip and any opened envelopes. (Amended September 24, 2017; amended December 13, 2020)

Section 12.05 Church Checking Accounts. (a) The Shepherd Church shall maintain only one checking account for the payment of church obligations, and all general monies received and disbursed in the name of Shepherd Church shall be deposited to, and paid from that account.

(b) Donations and endowments made for a specific purpose may, with the prior approval of the Board of Directors, be kept in a separate account for that purpose.

Section 12.06 Auxiliary Accounts. If any auxiliary or other group affiliated with Shepherd Church desires to open its own checking account or other accounts using the employee identification number of the Church, or the name of the Church as part of the account name, the use of the employer identification number or the use of the name of the Church as part of the account name must receive the prior approval of the Board of Directors prior to the opening of the account, and every such account shall be at a financial institution where Shepherd Church has an account. . The Treasurer of Shepherd Church shall have access to all of said accounts and any records relating to said accounts and may audit said accounts and related records at any time. (Amended September 25, 2022)

Section 12.07 Inspections And Audits. Subject to the provisions of Section 12.04(a) as to confidentiality, the financial records and books of account kept by the Treasurer of Shepherd Church, or by any auxiliary or other group affiliated with Shepherd Church, shall be open to inspection and audit at any time, by the Board of Directors or the Board of Deacons, or their designated agent or auditor, and by the Senior Pastor.

Section 12.08 Distribution Of Assets Upon Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. (Amended December 2, 2013)

Section 12.09 Errors And Omissions Insurance. The Board of Directors may elect to obtain errors and omissions insurance coverage for Shepherd Church as to such positions, officers and officials as the Board of Directors shall determine.

Section 12.10 Indemnification. The Board Of Directors may, from time to time, approve granting to Directors or to corporate officers, or to other persons serving in some official

capacity on behalf of Shepherd Church, the right to be indemnified, to the fullest extent permitted by law, as to their reasonable expenses and obligations, including attorney fees and court costs, judgments, fines, penalties or settlements, incurred in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative proceeding, hearing, trial, action or suit, arising out of their actions or lack of action in the performance of their duties for Shepherd Church. The right of indemnification granted may be general or specific in nature, and upon such terms, provisions and conditions as the Board of Directors may establish.

Article XIII. By-Laws

Section 13.01 Adoption Of By-Laws. These By-Laws of Shepherd Church shall be adopted when approved by the Board of Directors and by the Congregation.

Section 13.02 Amendment Of By-Laws. The Board of Directors, from time to time, may propose amendments to these By-Laws, or the repeal of these By-Laws and the adoption of a new set of By-Laws, to the Congregation of Shepherd Church for its approval.

I, the undersigned Secretary of Shepherd Church, do hereby certify that the foregoing By-Laws was duly approved by the Board of Directors of Shepherd Church on the 15th day of October, 2012, and by the Congregation of Shepherd Church on the 28th day of October, 2012.

This the 12th day of November, 2012.

/s/ Linda W. Payntor
Secretary

AMENDMENTS

Section 6.04 was amended, effective December 1, 2013

Section 12.08 was amended, effective December 1, 2013

Section 4.15 was amended, effective July 20, 2014

Section 12.03 was amended, effective September 27, 2015

Section 4.02 was amended, effective September 24, 2017

Section 4.08 was amended, effective September 24, 2017

Section 4.09 was amended, effective September 24, 2017

Section 4.10 was amended, effective September 24, 2017

Section 4.12 was amended, effective September 24, 2017

Section 4.14 was amended, effective September 24, 2017

Section 4.15 was added, effective September 24, 2017

Former Section 4.15 was renumbered Section 4.16, effective September 24, 2017

Former Section 4.16 was renumbered Section 4.17, effective September 24, 2017

Section 5.06 was added, effective September 24, 2017

Former Section 5.06 was renumbered Section 5.07, effective September 24, 2017

Section 8.03 was amended, effective September 24, 2017

Section 8.05 was amended, effective September 24, 2017

Section 10.03 was amended, effective September 24, 2017

Section 10.05 was amended, effective September 24, 2017

Section 10.11 was amended, effective September 24, 2017

Section 11.01 was amended, effective September 24, 2017

Section 11.02 was amended, effective September 24, 2017

Section 11.05 was amended, effective September 24, 2017

Section 12.02 was amended, effective September 24, 2017

Section 12.04 was amended, effective September 24, 2017

Section 4.16 was amended, effective June 24, 2018

Section 5.03 was amended, effective June 24, 2018

Section 4.08 was amended, effective September 27, 2020

Section 4.09 was amended, effective September 27, 2020

Section 5.06 was amended, effective September 27, 2020

Section 6.09 was amended, effective September 27, 2020

Section 8.07 was amended, effective September 27, 2020

Section 10.11 was amended, effective September 27, 2020

Section 7.04 was amended, effective December 13, 2020

Section 12.04 was amended, effective December 13, 2020

Section 10.05 was amended, effective September 26, 2021

Section 12.06 was amended, effective September 25, 2022

Section 4.12 was amended, effective September 25, 2022

Section 8.03 was amended, effective September 25, 2022

Section 4.14 was amended, effective September 25, 2022

Section 5.07 was amended, effective September 25, 2022

Section 8.01 was amended, effective September 25, 2022

Section 4.15 was amended, effective December 11, 2022

Former Section 4.16 was renumbered Section 4.17, effective December 11, 2022

Former Section 4.17 was renumbered Section 4.18, effective December 11, 2022

New Section 4.16 was added December 11, 2022

Section 5.01 was amended, effective December 11, 2022

Section 5.02 was amended, effective December 11, 2022

Section 5.03 was amended, effective December 11, 2022

Section 5.04 was amended, effective December 11, 2022

Section 5.05 was amended, effective December 11, 2022

Section 5.06 was amended, effective December 11, 2022

Section 5.07 was amended, effective December 11, 2022

Section 6.04 was amended, effective December 11, 2022

Section 8.03 was amended, effective December 11, 2022

Section 8.05 was amended, effective December 11, 2022

Section 8.07 was amended, effective December 11, 2022

Section 9.02 was amended, effective December 11, 2022

Section 10.03 was amended, effective December 11, 2022

Section 10.05 was amended, effective December 11, 2022

Section 6.04 was amended, effective March 26, 2023

Section 8.03 was amended, effective March 26, 2023

Section 10.05 was amended, effective March 26, 2023

Section 12.02 was amended, effective March 26, 2023

Section 4.16 was amended, effective June 25, 2023

Section 10.05 was amended, effective June 25, 2023

Section 12.02 was amended, effective June 25, 2023

Section 7.04 was amended, effective September 24, 2023

Section 10.05 was amended, effective September 24, 2023

Section 12.03 was amended, effective September 24, 2023

ANNUAL CALENDAR

ACCORDING TO THE BY-LAWS OF SHEPHERD OF THE MOUNTAINS CHURCH, INC.

January 1	The fiscal year begins. Section 12.01
During January	Pastoral review is conducted by Board of Personnel. Section 8.05 Deacon of Personnel may need to select one or two voting members of Board of Personnel Section 5.01 and Section 5.02(b) Board of Personnel selects a voting member as Secretary Section 5.04 Board of Directors elects voting members of the Board To be President, Vice President, Secretary and Treasurer Section 6.04(2) and Section 7.05(a) Board of Directors elects a voting member of the Board to be a voting member of the Board of Personnel Section 6.04(3) Board of Deacons elect a Deacon as Secretary of the Board Section 10.06 The Finance Committee elects its Chairman and Secretary Section 12.02(f)
At least 3 days prior to March Quarterly Meeting	Notice of the March Quarterly Meeting is given by announcement at a Sunday morning worship service. Section 4.11(a)
or	
6 days prior to	Written notice is given of the March Quarterly Meeting.

March Quarterly Meeting

Section 4.11(a)

At least 3 days, but no more than 10 days, prior to March Quarterly Meeting
Last 10 days of March

Church Secretary makes absentee ballots available both in writing and online
Section 4.12(a)
March Quarterly Meeting is held.
Section 4.09(a)

At least 3 days prior to June Quarterly Meeting

Notice of the June Quarterly Meeting is given by announcement at a Sunday morning worship service.
Section 4.11(a)

or

6 days prior to June Quarterly Meeting

Written notice is given of the June Quarterly Meeting.
Section 4.11(a)

At least 3 days, but no more than 10 days, prior to June Quarterly Meeting

Church Secretary makes absentee ballots available both in writing and online
Section 4.12(a)

Last 10 days of June

June Quarterly Meeting is held.
Section 4.09(a)

At least 3 days prior to September Quarterly Meeting

Notice of the September Quarterly Meeting is given by announcement at a Sunday morning worship service.
Section 4.11(a)

or

6 days prior to September Quarterly Meeting

Written notice is given of the September Quarterly Meeting.
Section 4.11(a)

At least 3 days, but no more than 10 days, prior to September Quarterly Meeting

Church Secretary makes absentee ballots available both in writing and online
Section 4.12(a)

Last 10 days of September

September Quarterly Meeting is held.
Section 4.09(a)

No earlier than October 1

Board of Deacons submits the Church Budget to Board

and no later than November 1	Board of Directors and Finance Committee for review, comment and recommendations during this time period. Section 12.03(a)
No later than November 15	Board of Directors and Finance Committee make any comments on, or suggested changes to, the Church Budget to the Board of Deacons Section 12.03(b)
No later than last Sunday in November	Proposed Church Budget, as finally approved by the Board of Deacons, is posted on the church website. Section 12.03(b)
Prior to Annual Meeting	For any positions becoming vacant on 31 December, Board of Personnel nominates candidates for positions of Director, Lay Leader, Deacon and voting member of Finance Committee for consideration by Congregation Section 5.07(2), (3) and (4)
At least 3 days prior to Annual Meeting or	Notice of the Annual Meeting of the Congregation is given by announcement at a Sunday morning worship service. Section 4.11(a)
6 days prior to Annual Meeting	Written notice is given of the Annual Meeting of the Congregation. Section 4.11(a)
At least 3 days, but no more than 10 days, prior to Annual Meeting	Church Secretary makes absentee ballots available both in writing and online Section 4.12(a)
First 15 days in December	The Annual Meeting of the Congregation is held. Section 4.08(a), to consider various matters. Section 4.08(b)
	The Board of Deacons submits the Church Budget to the Annual Meeting of the Congregation for approval Section 12.03(b)
	The Church Budget is either approved or rejected. Section 12.03(c)

December 31	The terms of office of certain voting members of the Board of Personnel may expire Section 5.03
December 31	The term of office of the Secretary of the Board of Personnel expires. Section 5.04
December 31	The term of office of certain voting members of the Board of Directors expire. Section 6.03
December 31 expires.	The term of office of the President, Vice President, Secretary and Treasurer of Shepherd Church Section 7.05
December 31	The term of office of the Lay Leader may expire Section 9.03
December 31	The term of office of certain Deacons expires. Section 10.04
December 31	The term of office of certain voting members of the Finance Committee expires Section 12.02
December 31	The term of office of the Chairman and Secretary of the Finance Committee expires Section 12.02
December 31	The fiscal year ends. Section 12.01