

CONSTITUTION AND BYLAWS OF COMMUNITY TRANSFORMATION CHURCH

PREAMBLE

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all means, both at home and in foreign lands; we, whose names appear upon the Church roster under the date hereunder, do hereby adopt the following articles of church order and submit ourselves to be governed by them.

ARTICLE I. NAME

The name of this corporation is Community Transformation Church (the “Church” or “Corporation”).

ARTICLE II. PREROGATIVES

Section 1. To Govern

The Church shall have the right to govern itself according to the standards of the New Testament Scriptures, endeavoring to keep the unity of the Spirit in the bond of peace “...till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ” (Ephesians 4:3, 13).

Section 2. To Acquire and Dispose

In connection therewith, or incidental thereto, the Church shall have the right to purchase or acquire by gift, bequest, or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any property, real or chattel, as may be necessary for the furtherance of its purposes; all in accordance with its Constitution and Bylaws or as the same may be hereafter modified or amended.

Section 3. To Establish Multiple Sites

The Church shall have the right to establish multiple sites, and recognize them as “satellite campuses” of this Church. Although each satellite campus may be identified by a unique name that is characteristic of their location and/or congregation, they shall operate as an integral part of the legal entity that is Community Transformation Church. All such satellite campuses, formed from a church plant or merger, shall be governed by the Constitution and Bylaws of Community Transformation Church.

ARTICLE III. PURPOSES

Section 1. Tax Exemption

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter "Section 501(c)(3)") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). The Corporation shall have all of the lawful powers, duties, authorizations, and responsibilities as provided in the Act. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax as described in Section 501(c)(3).

Section 2. Specific Objectives and Purposes

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3). Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- a. To evangelize the lost at home and abroad.
- b. To meet the physical, educational, and spiritual needs of individuals.
- c. To empower individuals by discipling them into the image of Christ.
- d. To send missionaries all around the world.
- e. To plant churches in the United States and around the world.
- f. To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location through the Corporation's combined or separate formation of a church, ministry, charity, school, or charitable institution, without limitation
- g. To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Texas and elsewhere.
- h. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

i. 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 the purposes of the Corporation.

j. To exercise all rights and powers conferred by the laws of the State of Texas upon nonprofit corporations and by Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in the Certificate of Formation and the Constitution and Bylaws of the Corporation.

k. To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE IV. TENETS OF FAITH

This Church shall accept the Holy Scriptures as the revealed will of God and the all-sufficient rule of faith and practice. The Tenants of Faith of Community Transformation Church shall be the following sixteen (16) statements:

1. The Scriptures Inspired

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct (2 Timothy 3:15-17; 1 Thessalonians 2:13; 2 Peter 1:21).

2. The One True God

The one true God has revealed himself as the eternally self-existent "I AM," the Creator of heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles of relationship and association as Father, Son, and Holy Ghost (Deuteronomy 6:4; Isaiah 43:10,11; Matthew 28:19; Luke 3: 22).

3. The Deity of the Lord Jesus Christ

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- (a) His virgin birth (Matthew 1:23; Luke 1:31,35).
- (b) His sinless life (Hebrews 7:26; 1 Peter 2:22).
- (c) His miracles (Acts 2:22; 10:38).
- (d) His substitutionary work on the cross (1 Corinthians 15:3; 2 Corinthians 5:21).
- (e) His bodily resurrection from the dead (Matthew 28:6; Luke 24:39; 1 Corinthians 15:4).
- (f) His exaltation to the right hand of God (Acts 1:9,11; 2:33; Philippians 2:9-11; Hebrews 1:3).

4. The Fall of Man

Man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Genesis 1:26-27; 2:17; 3:6; Romans 5:12-19).

5. The Salvation of Man

Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.

(a) Conditions to Salvation

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Ghost, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 23:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11, 3:5-7).

(b) The Evidence of Salvation

The inward evidence of salvation is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness (Ephesians 4:24; Titus 2:12).

6. The Ordinances of the Church

(a) Baptism in Water

The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe in Christ as Savior and Lord are to be baptized. Thus they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life (Matthew 28:19; Mark 16:16; Acts 10:47-48; Romans 6:4).

(b) Holy Communion

The Lord's Supper, consisting of the elements (bread and the fruit of the vine) is the symbol expressing our sharing of the divine nature of our Lord Jesus Christ (2 Peter 1:4); a memorial of his suffering and death (1 Corinthians 11:26); and a prophecy of His second coming (1 Corinthians 11:26); and is enjoined on all believers "till He come!"

7. The Baptism in the Holy Spirit

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Spirit and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the enduement of power for life and service, the bestowment of the gifts and their uses in the work of the ministry (Luke 24:49; Acts 1:4, 8; 1 Corinthians 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8:12-17; 10:44-46; 11:14-16; 15:7-9). With the baptism in the Holy Spirit come such experiences as an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:43; Hebrews 12:28), an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word, and for the lost (Mark 16:20).

8. The Initial Physical Evidence of the Baptism in the Holy Spirit

The baptism of believers in the Holy Spirit is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (1 Corinthians 12:4-10, 28), but different in purpose and use.

9. Sanctification

Sanctification is an act of separation from that which is evil, and of dedication unto God (Romans 12:1-2; 1 Thessalonians 5:23; Hebrews 13:12). Scriptures teach a life of “holiness without which no man shall see the Lord” (Hebrews 12:14). By the power of the Holy Ghost we are able to obey the command: “Be ye holy, for I am holy” (1 Peter 1:15-16).

Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit (Romans 6:1-11, 13:8:1-2, 13; Galatians 2:20; Philippians 2:12-13; 1 Peter 1:5).

10. The Church and Its Mission

The Church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of the Great Commission. Each believer, born of the Spirit is an integral part of the church of the firstborn, whose names are written in heaven (Ephesians 1:22-23; 2:22; Hebrews 12:23). Since God’s purpose concerning man is to seek and to save that which is lost, to be worshipped by man, and to build a body of believers in the image of His Son, and to demonstrate His love and compassion for all the world, the priority reason for being a part of the Church is:

- (a) To be an agency of God for evangelizing the world (Acts 1:8; Matthew 28:19-20; Mark 16:15-16).
- (b) To be a corporate body in which man may worship God (1 Corinthians 12:13).
- (c) To be a channel of God’s purpose to build a body of saints being perfected in the image of His Son (Ephesians 4:11-16; 1 Corinthians 12:28; 14:12).
- (d) To be a people who demonstrate God’s love and compassion for all the world (Psalm 112:9; Galatians 2:10; 6:10; James 1:27).

Our Church exists expressly to give continuing emphasis to this reason for being in the New Testament apostolic pattern by teaching and encouraging believers to be baptized in the Holy Spirit. This experience:

- (a) Enables them to evangelize in the power of the Spirit with accompanying supernatural signs (Mark 16:15-20; Acts 4:29-31; Hebrews 2:3-4).
- (b) Adds a necessary dimension to a worshipful relationship with God (1 Corinthians 2:10-16; 12:1-31; 13:1-13; 14:1-40).

(c) Enables them to respond to the full working of the Holy Spirit in expression of fruit and gifts and ministries as in New Testament times for the edifying of the body of Christ and care for the poor and needy of the world (Galatians 5:22-26; 6:10; Matthew 25:37-40; 1 Corinthians 14:12; 12:28; Ephesians 4:11-12; Colossians 1:29).

11. The Ministry

A divinely called and scripturally ordained ministry has been provided by our Lord for the fourfold purpose of leading the Church in: (1) Evangelization of the world (Mark 16:15-20), (2) Worship of God (John 4:23-24), (3) Building a body of saints being perfected in the image of His Son (Ephesians 4:11,16), and (4) Meeting human need with ministries of love and compassion (Psalm 112:9; Galatians 2:10; 6:10; James 1:27).

12. Divine Healing

Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the Atonement, and is the privilege of all believers (Isaiah 53:4, 5; Matthew 8:16, 17; James 5:14-16).

13. The Blessed Hope

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (1 Thessalonians 4:16-17; Romans 8:23; Titus 2:13; 1 Corinthians 15:51-52).

14. The Millennial Reign of Christ

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zechariah 14:5; Matthew 24:27, 30; Revelation 1:7; 19:11-14; 20:1-6.) This millennial reign will bring the salvation of national Israel (Ezekiel 37:21-22; Zephaniah 3:19-20; Romans 11:26-27) and the establishment of universal peace (Isaiah 11:6-9; Psalm 72:3-8; Micah 4:3-4).

15. The Final Judgment

There will be a final judgment in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet, will be consigned to

everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (Matthew 25:46; Mark 9:43-48; Revelation 19:20; 20:11-15; 21:8).

16. The New Heavens and the New Earth

“We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness” (2 Peter 3:13; Revelation 21 and 22).

ARTICLE V. MEMBERSHIP ELIGIBILITY

Membership in the Church shall be available to all those who give evidence of their faith in the Lord Jesus Christ, who voluntarily subscribe to the Tenets of Faith adopted by the Church in Article IV of its Constitution, meet the requirements set forth in the Bylaws, and agree to be governed by this Constitution and Bylaws.

ARTICLE VI. GOVERNING BODY

Section 1. The Leadership Team

The government of the Church shall be vested in the Leadership Team consisting of the Official Board and the Executive Team, both headed by the Lead Pastor.

The Official Board nominees shall be chosen by a committee appointed by the Lead Pastor that shall consist of four (4) sitting Official Board members who are not up for election, four (4) members of the Executive Team, along with four (4) other active members who are not in consideration for an Official Board position.

The Executive Team shall be chosen annually by the Lead Pastor from among the church ministerial staff. The Lead Pastor shall inform the Official Board of changes to the Executive Team.

The Official Board and Executive Team are chosen to serve the Church, and therefore shall act in an advisory capacity with the Lead Pastor in all matters pertaining to the Church.

Section 2. Officers

The officers of the Corporation are the President/Chairman who is the Lead Pastor, Vice-Chairman of the Official Board, Secretary of the Official Board, and Chief Financial Officer.

Section 3. Duties of the Leadership Team

(a) The Official Board shall have general charge and management of funds and properties of the Church.

(b) The Executive Team shall act in the examination of applications for membership.

(c) All ministerial staff shall be hired upon due consideration by the Lead Pastor and the Executive Team. All ministerial staff hires shall be presented to the Official Board for ratification. The Official Board shall be informed of all resignations, terminations, and other changes in ministerial staff.

(d) All non-ministerial staff shall be hired and/or terminated upon documented recommendation by the Executive Team. Such personnel changes shall be reported to the Official Board at the next scheduled board meeting.

(e) The Leadership Team shall administer discipline.

(f) The Lead Pastor, Official Board, and Executive Team shall have the authority to carry out the purposes of the Church according to its Constitution and Bylaws.

ARTICLE VII. MEETINGS

Section 1. Worship Meetings

Meetings for public worship shall be provided for by the Lead Pastor and the Executive Team.

Section 2. Annual Business Meetings

There shall be one annual business meeting of the Church. The date, time and place of this meeting shall be determined by the Lead Pastor. Due notice must be given for annual business meetings.

Section 3. Special Business Meetings

Special business meetings of the Church may be called by the Lead Pastor or a majority vote of the Official Board. Due notice must be given for special business meetings.

Section 4. Leadership Team Meetings

There shall be regular meetings of the Official Board. Due notice must be given for Official Board meetings. There shall be regular meetings of the Executive Team. Due notice must be given for Executive Team meetings.

Section 5. Meeting By Electronic Means

The Official Board, Leadership Team, Executive Team, leadership, and membership of the Church may hold a meeting by telephone or video conference or other electronic means in which all persons participating in the meeting can simultaneously participate. The due notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice.

Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

Section 6. "Quorum" Defined

The number of active members who attend a duly called business meeting of the Church shall constitute a quorum. For a meeting of the Official Board, a majority of the Board shall constitute a quorum. As described in Section 5, "attend" shall mean when a person participating in the meeting can simultaneously participate (i.e., hear, see, or be heard).

Section 7. "Due Notice" Defined

(a) For a business meeting of the Church, due notice has been given provided the purpose, date, time and place have been announced for two weeks prior to the date of the meeting.

(b) For a meeting of the Official Board, due notice has been given provided all Official Board members have been notified of the meeting's purpose, date, time and place.

(c) For a meeting of the Executive Team, due notice has been given provided all Executive Team members have been notified of the meeting's purpose, date, time and place.

Section 8. Absentee Voting

Absentee votes shall be cast using official absentee ballots and submitted as directed prior to the beginning of the business meeting at which the voting will take place. All absentee ballots shall be validated for active membership. Absentee voting shall only be allowed for elections.

Section 9. Proxy Voting

Proxy voting shall not be allowed under any circumstance.

Section 10. Order of Business

All business meetings shall be governed by generally accepted rules of parliamentary procedure, as described in Robert's Rules of Order, current edition.

ARTICLE VIII. COMMITTEES, DEPARTMENTS AND ORGANIZATIONS

The Church shall provide for the establishment of committees, departments and organizations as needed. These shall be under the general supervision of the Lead Pastor.

ARTICLE IX. FINANCES

All funds received shall be accepted by the Church at such times and in such ways as agreed upon by the Leadership Team, and shall be administered by the Chief Financial Officer.

ARTICLE X. PROPERTY

Section 1. Conveyance

All real property shall be taken, held, sold, transferred or conveyed in the corporate name of the Church, by the duly authorized officers of the corporation.

Section 2. Acquisition and Disposal of Real Property

(a) Real property may be acquired on behalf of the Church upon a majority vote of the Official Board. If indebtedness is to be incurred, the acquisition of real property shall also require a majority vote of the Church at a business meeting duly called for that purpose.

(b) Real property of the Church may be sold upon a majority vote of the Official Board and a majority vote of the Church at a business meeting duly called for that purpose.

(c) In the acquisition or disposal of real property, the Secretary of the Official Board shall document by the issuance of an appropriate corporate resolution in recordable form, that the transaction has been duly authorized by the vote of the Official Board and, if applicable, by the vote of the Church as well, pursuant to Paragraphs (a) and (b) of this Section.

(d) Any transfer, change, or reassignment of legal ownership or title deed of Church real property shall require a majority vote of the Official Board and a majority vote of the Church at a business meeting duly called for that purpose.

Section 3. Conveyance of Property upon Dissolution

In the event the Church determines to dissolve, or ceases to function as a church body for a period of three or more months; after providing for the payment of the Church's debts and financial obligations, a duly authorized officer of the corporation identified in Article VI, Section 2 shall, at the direction of the Official Board, transfer and convey all Church real property to a non-profit organization selected by the Official Board and voted upon by the Official Board and the Church pursuant to Article X, Section 2(d). This non-profit corporation shall be qualified under Section 501(c)(3) of the Internal Revenue Code, have operated exclusively for religious purposes, and shall be established as a viable entity for the past ten consecutive years. Church real property shall not be transferred or conveyed to any private person or individual. Upon receipt of the transferred documents, the transferee entity shall have full authority to use or dispose of the Church real property in accordance with their bylaws.

All other properties such as vehicles, furnishings, and equipment may be sold at the direction of the Official Board, with net proceeds from such sale deposited into the Community Transformation Church business account. Any donation of such property

authorized by the Official Board must comply with state and federal regulations regarding such actions by nonprofit corporations.

ARTICLE XI. AMENDMENTS

The Constitution may only be amended or changed upon a two-thirds (2/3) majority vote of the entire Official Board and upon a majority vote of the Church at a business meeting duly called for that purpose, with due notice being provided to the Church.

BYLAWS

ARTICLE I. DUTIES AND QUALIFICATIONS

Section 1. Lead Pastor

The Lead Pastor shall be an ordained minister who affirms total agreement with the Tenets of Faith adopted by the Church in Article IV of its Constitution.

The Lead Pastor shall be considered the spiritual overseer of the Church and shall direct all its activities. He shall be the President of the Corporation, and Chairman of the Official Board. He shall chair the meetings of the Official Board and business meetings of the Church. He shall be an ex-officio member of all committees, departments, and organizations of the Church.

Section 2. Vice-Chairman of the Official Board

In the event the Church is temporarily without a Lead Pastor, the Vice-Chairman of the Official Board shall act as Chairman at the meetings of the Official Board and business meetings of the Church. He may also act in this capacity at the request of the Lead Pastor.

Section 3. Secretary of the Official Board

The Secretary shall keep the minutes of the official meetings of the Official Board and of the annual and special business meetings of the Church.

Section 4. Chief Financial Officer (CFO)

The CFO shall be appointed by the Lead Pastor and approved by the Official Board. The CFO shall serve as a non-voting member of the Official Board.

The CFO shall be entrusted with all the finances of the Church subject to the supervision of the Lead Pastor and the Official Board. The CFO shall deposit all funds, in the name of the Church, in financial institutions whose accounts are insured by the FDIC. The CFO shall disburse all funds in a manner authorized by the Lead Pastor and Official Board. The CFO shall keep an itemized account of the receipts and disbursements and shall prepare a financial report for the regular meetings of the Official Board, as well as to the Church at its annual business meeting.

Section 5. Official Board Members

Official Board members shall be individuals of mature Christian experience and knowledge who shall meet the following requirements, which are: saved and whose life is of good report, spirit filled, attends the regular services of the Church faithfully, and tithes at least ten percent (10%) of their total family income to the Church. They shall be

single or married to one person of the opposite sex, serious minded, hospitable, abstain from alcoholic beverages, temperate, patient, and lead their own house well.

Official Board Members shall be at least twenty-five (25) years old. They shall be individuals who have been members for a minimum of one year and in good standing.

ARTICLE II. ELECTIONS AND VACANCIES

Section 1. Lead Pastor

The Lead Pastor shall be nominated by the Official Board and voted upon in any annual or special business meeting called for that purpose. Recommendations may be made to the Official Board by any member of the Church. The Lead Pastor shall be elected by a two-thirds (2/3) majority vote, for one or more years, with tenure of office terminating at the end of this term of service. Term of office is to be agreed upon by the Lead Pastor and Official Board. The voting shall be done by secret ballot. Reelection will require only a majority vote.

Section 2. Vice-Chairman and Secretary of the Official Board

The Official Board shall select annually from its members a Vice-Chairman and a Secretary.

Section 3. Official Board Members

The Official Board nominees shall be chosen by a committee appointed by the Lead Pastor that shall consist of four (4) sitting Official Board members who are not up for election, four (4) members of the Executive Team, along with four (4) other active members who are not in consideration for an Official Board position. The Official Board nominees shall be presented to the membership for ratification by a majority vote at the Church's annual business meeting.

The Official Board shall consist of at least twelve (12) but no more than fifteen (15) members, serving on a three (3) year rotation basis. The Secretary of the Official Board shall monitor the schedule of terms.

Section 4. Vacancies

(a) The Lead Pastor

In the event the Lead Pastor has charges of moral turpitude brought against them or their ministry, or has ceased to be effective, and no provision has been made for the termination of their ministry, the Official Board shall have the power, upon a two-thirds (2/3) majority vote of the entire Official Board, to ask for the resignation of the Lead Pastor at any of its regular meetings. If such resignation is refused, the pastorate shall not be considered vacant until the action of the Official Board has been confirmed by a majority vote of the Church's active membership present at a special business meeting of the

Church called by the Official Board with due notice of such meeting. This meeting shall be presided over by a person who has been agreed upon by the Lead Pastor and a majority of the Official Board.

If a vacancy occurs in the pastorate by resignation, removal, or death, the Official Board shall appoint an interim Lead Pastor to serve until such time as a successor has been duly elected. In the event of a pastoral vacancy, a pastoral search committee shall be established to help fill the vacancy. This committee shall consist of the Official Board, Executive Team, and at least four (4) other active members of the Church. Should any person on the committee become a candidate for the position of Lead Pastor, they shall be removed from the committee.

(b) Other Officials

(1) Any other official (defined as Campus Pastors or Official Board Members) may be removed from office and the position declared vacant by an act of the Lead Pastor and a majority vote of the Official Board. The following may be grounds for such action:

- i. Unscriptural conduct as described in Article III, Section 4(b) of these Bylaws.
- ii. Doctrinal departure from the Church's Tenets of Faith set forth in Article IV of the Constitution.
- iii. Incapacity, inefficiency, incompetence, abandonment, or other factors that could compromise the Church's mission.

(2) Any disciplinary action against an official of the Church shall be in accordance with Article III, Section 4 of the Bylaws.

(3) The resignation or death of an official shall automatically render a vacancy in the office held by that official.

(4) The remaining term of any such vacated office may be filled by an appointment approved by a majority vote of the Official Board.

ARTICLE III. MEMBERSHIP REQUIREMENTS

Section 1. Active Membership

Active Membership in the Church shall be open to all those who possess the following qualifications:

- (a) A testimony to an experience of the "new birth."
- (b) Have been baptized in water by immersion.

- (c) Evidence of a consistent Christian life.
- (d) Shall support the Church with their tithe.
- (e) Acceptance of the Tenets of Faith held by the Church and set forth in Article IV of the Constitution.
- (f) Have reached eighteen (18) years of age and completed a series of Membership classes as prescribed by the Executive Team.
- (g) Have been approved by their Campus Pastor and the Executive Team.

The following conduct would render one ineligible for membership: Unscriptural conduct or conduct inconsistent with or in contradiction to the Holy Scriptures, which shall include, but not be limited to, involvement with or participation in any form of sexually immoral behavior including, but not limited to, partaking of pornography or other sexually explicit materials or the participation in any relationship which involves fornication, adultery, homosexuality, or any type of aberrant sexual behavior.

Section 1A. Online Membership

Online Membership in the Church shall be available to those who are not able to be in-person Active Members. The requirements for Active Membership shall also apply to Online Membership. Online Members shall faithfully attend weekly online services, complete an online membership class, and faithfully participate in an online Life Group when in session.

Section 2. Inactive Membership

Active members who shall, without good cause, absent themselves from the services of the Church for a period of three consecutive months or more, and/or who cease to tithe to the Church, shall be considered as inactive members and shall lose their voting privileges until they are restored as active members. This action shall be administered by the Executive Team.

Section 3. Reception of New Members

(a) Persons desiring to become members of the Church shall meet with their Campus Pastor, who shall examine the applicant according to the standards for membership.

(b) The Campus Pastor shall present the names of those who apply for membership with their recommendations to the Executive Team, which shall act upon said recommendations and render a final decision. The Executive Team shall inform the Official Board of the names of the new members.

Section 4. Discipline

(a) Purpose

Discipline is an exercise of scriptural authority for which the Church is responsible. The purpose of discipline is to promote repentance and restoration through exposing sinful behavior. It is to be redemptive in nature, corrective, and exercised under a dispensation of mercy. Any active member of the Church is subject to discipline for grounds described in Paragraph (b) of this Section.

(b) Grounds

The following shall be considered as sufficient grounds upon which any member may be disciplined, and if warranted, subsequently disqualified and dismissed from active membership in the Church; by action initiated by the Lead Pastor and the Executive Team in accordance with the disciplinary procedure outlined in Paragraph (c) of this Section:

- 1) Unscriptural conduct or conduct inconsistent with or in contradiction to the Holy Scriptures, which shall include, but not be limited to, involvement with or participation in any form of sexually immoral behavior including, but not limited to, partaking of pornography or other sexually explicit materials or the participation in any relationship which involves fornication, adultery, homosexuality, or any type of aberrant sexual behavior.
- 2) Doctrinal departure from the Tenets of Faith held by the Church and set forth in Article IV of the Constitution.

(c) Procedure

The Church shall pattern its disciplinary action after the model set forth in Matthew 18:15-18. This procedure generally consists of the following steps:

- 1) The Campus Pastor shall request a meeting with and shall meet with the subject Member to discuss the disciplinary grounds for and charges against the Member in an effort to seek a private resolution and correction of the unscriptural conduct and/or doctrinal departure which formed the basis of the disciplinary matter.
- 2) If the first step does not resolve the matter or should the Member refuse or omit to meet as requested, the Member shall be requested to meet with the Campus Pastor and the Executive Team in another effort to seek a private resolution and correction of the unscriptural conduct and/or doctrinal departure which formed the basis of the disciplinary matter.

3) Should the Member refuse or omit to meet as requested, the inaction shall be considered an admission of guilt, and may lead to the Member's disqualification and dismissal from membership in the Church.

4) If the disciplinary action has not been resolved in step two, the Campus Pastor and the Executive Team shall report the disciplinary action to the Official Board at which time such action shall become final.

(d) Right of Leadership

The leadership of the Church shall regard matters of discipline to be strictly confidential. When the Campus Pastor and the Leadership Team have followed the disciplinary procedure outlined in Paragraph (c) of this Section, and if the party under disciplinary action breaks the confidence by communicating to others in the Church concerning this matter, the Leadership Team shall then have the right to address the Church concerning the situation.

Section 5. Membership Rolls

The Campus Pastors and the Executive Team shall be authorized to revise the membership roll of the Church annually, prior to the annual business meeting. This review will be to remove from the active member list, all the names of those who have died, together with the names of those who have withdrawn from the Church, or who no longer meet the requirements of active membership. The Executive Team shall report all changes in membership to the Official Board.

ARTICLE IV. FINANCE

Section 1. Financial Records

The financial records of the Church shall be maintained on a calendar-year basis. All transactions including bank and credit card statements shall be reconciled on a monthly basis under the direction of the Chief Financial Officer. The accounts shall be reviewed annually and may be audited at the discretion of the Official Board. The review or audit shall be performed by a third party approved by the Official Board.

Section 2. Handling of Funds

All funds shall be deposited in the name of the Church, in financial institutions whose accounts are insured by the FDIC.

All funds received shall be counted by at least two (2) authorized persons before the funds are removed from the Church building. Fund Receipt forms shall be signed by a minimum of two people who have counted the funds. All fund receipts copies and records of all receipts and disbursements of the Church shall be kept on site in a secure

location. Electronic copies of all receipts, postings, and disbursements shall be maintained on the general ledger system of the Church.

The Official Board may authorize up to three (3) ministerial staff members to assist the Official Board members in executing the two (2) signatures required for all disbursement checks issued by the Church. The signers' identities and authorization to sign checks shall be duly submitted to the financial institution transacting said disbursements. The Official Board shall review and validate this authorization annually. The Chief Financial Officer shall not sign checks for the Church.

Section 3. Fiscal Oversight

The Leadership Team shall oversee the funds and departments of the Church assuring that they operate in a financially sustainable manner.

ARTICLE V. INDEMNIFICATION

Section 1. When Indemnification is Required, Permitted and Prohibited

(a) The Corporation shall indemnify an Official Board member, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving a position at the request of the Corporation. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of "nolo contendere" or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by an Official Board member, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify an Official Board member, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph (a) above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation, or the person is alleged to have improperly received a personal benefit, or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under these Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including reasonable attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 2. Procedures Relating to Indemnification Payments

(a) Before the Corporation may pay any indemnification expenses (including reasonable attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph (c) below. The Corporation may make these determinations and decisions by any one of the following procedures:

- i. Majority vote of a quorum of the Official Board who, at the time of the vote, are not named defendants or respondents in the proceeding.
- ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Official Board, designated to act in the matter by a majority vote of all Official Board members, consisting solely of two or more Official Board members who at the time of the vote, are not named defendants or respondents in the proceeding.
- iii. Determination by special legal counsel selected by the Official Board by vote, or of a majority vote of all Official Board members.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is

made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph (a)(iii), above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Constitution, these Bylaws, or a resolution of members or the Official Board that requires the indemnification permitted by Section 1, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE VI. AMENDMENTS

The Bylaws may only be amended or changed upon a two-thirds (2/3) majority vote of the entire Official Board and upon a majority vote of the Church at a business meeting duly called for that purpose, with due notice being provided to the Church.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Community Transformation Church and that the foregoing Constitution and Bylaws constitute the Constitution and Bylaws of the Corporation. These Constitution and Bylaws were duly adopted by the Official Board on the ____ day of June, 2023 and adopted by the membership of Corporation on the _____ day of June, 2023.

SIGNED on this _____ day of June, 2023.

Camilo Hernandez, Jr., Secretary