



HOPECITY

C H U R C H

Bylaws

Hope City Church, Inc.

Hope City Church, Inc.
212 Kathy Ave Quitman, MS 39355

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Hope City Church, Inc.
[212 Kathy Ave Quitman, MS 39355]

GENERAL PROVISIONS

Section 1. Name.

The name of this corporation shall be Hope City Church, Inc.

Section 2. Non Profit Status.

Hope City Church, Inc. shall be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law in order to:

1. Minister the Word of God.
2. Conduct regular religious worship services through various forms of ministries.
3. Promote and encourage, through ministries of the organization, cooperation with other organizations ministering within the community.
4. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media.
5. Conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible.
6. Maintain local church and missionary facilities.
7. Conduct a school for ministers and leaders.
8. License and ordain qualified individuals including graduates of ministerial schools.
9. To have the right to own, hold in trust, use, possess, sell, convey, mortgage, lease or dispose of such property, real or chattel, as may be needed for the prosecution of its work.

Hope City Church, Inc. is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this church are irrevocably dedicated to charitable, educational, and religious

purposes and no part of the profits or net income of this church shall ever inure to the benefit of any individual. On the dissolution of this church, its assets remaining after payment, or provision or payment of all debts and liabilities of this church shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated for charitable, educational, ecclesiastical, or religious purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 3. Prohibition Against Sharing in Corporate Earnings.

No member, Trustee, officer, employee, committee member, or person connected with the church, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the church, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the church in effecting any of its purposes as shall be fixed by the church leadership, and no such person or persons shall be entitled to share in the distribution of any of the church assets upon dissolution of the church. All members of the church shall be deemed to have expressly consented and agreed that upon such dissolution of the affairs of the church, whether voluntary or involuntary, the assets of the church, after all debts have been satisfied then remaining in the hands of the leadership shall be distributed, conveyed, delivered and paid over, in such amounts as the leadership may determine or as may be determined by the court of competent jurisdiction for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

Section 4. Exempt Activities.

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of Hope City Church, Inc. shall take any action or carry on any activity by or on behalf of the church not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are now deductible under Sections 170(c)(2) and 509(a) (1) of such codes and regulations as they now exist or as they may hereafter be amended.

ARTICLE 1

Offices

The principal office of Hope City Church, Inc. herein after referred to as the corporation, shall be located at the address set forth in the Articles of Incorporation. The corporation may have such other offices, either within or without the State of Incorporation, as the Board of Trustees, herein after referred to as the Trustees, may determine.

ARTICLE 2

Church Membership

Church members shall be all people who contribute financially to the corporation (church). Membership is granted and recognized once a person has attended, completed, and signed the "Hope City Membership" commitment form and has made sufficient contributions. Should one year pass without a record of contribution and/or attendance, membership subject to termination.

Section 1. Mutual Interest.

The behavior of anyone in fellowship with this church is of common interest to the Elders, Trustees and membership. (Gal. 6:1) This church requires every Board member and Congregational member to adhere to a life style that is consistent with the doctrines of this church as taught in the Holy Scriptures. Therefore, this church reserves the right to refuse service to any individual, whether member or not, that is not submitting their life style to this Scriptural mode of conduct. This refusal would include services, benefits and any use of church assets.

Section 2. Prohibited Activities.

This church is prohibited from engaging in activities which violate its written doctrines. This church is also prohibited from condoning, promoting or allowing any of its assets to be used for activities that violate its written doctrines.

Section 3. Policy and Procedures.

To establish an efficient leadership infrastructure, the Senior Pastor/President shall be responsible to articulate in clear, concise and simple language, a policy and procedures document. The purpose of this document is to create a consistent and logical framework which empowers staff and volunteers to participate in the decision-making processes that reflect the Senior Pastor/President's heart and vision for the church.

Section 4. Privacy.

This church shall diligently watch to keep private all records concerning polity, doctrine, counseling, and information on individuals in fellowship with this church. This church must not disclose any records that may compromise information about a member's attendance, membership status, giving and counseling records.

ARTICLE 3

Statement of Faith

HOLY BIBLE: The Holy Bible, and only the Bible, is the authoritative Word of God. It alone is the final authority in determining all doctrinal truths. In its original writing, it is inspired, infallible and inerrant (2Timothy 3:16; 2 Peter 1:20-21; Proverbs 30:5; Romans 16:25-26).

TRINITY: There is one God, eternally existent in three persons: Father, Son and Holy Spirit. These three are co-equal and co-eternal (I John 5:7; Genesis 1:26; Matthew 3:16-17, 28:19; Luke 1:35; Isaiah 9:6; Hebrews 3:7-11).

JESUS CHRIST: Jesus Christ is God the Son, the second person of the Trinity. On earth, Jesus was 100% God and 100% man. He is the only man ever to have lived a sinless life. He was born of a virgin, lived a sinless life, performed miracles, died on the cross for mankind and thus, atoned for our sins through the shedding of His blood. He rose from the dead on the third day according to the Scriptures, ascended to the right hand of the Father, and will return again in power and glory (John 1:1,14, 20:28; 1Timothy 3:16; Isaiah 9:6; Philippians 2:5-6; 1Timothy 2:5).

VIRGIN BIRTH: Jesus Christ was conceived by God the Father, through the Holy Spirit (the third person of the Trinity) in the virgin Mary's womb; therefore, He is the Son of God (Matthew 1:18, 25; Luke 1:35; Isaiah 7:14; Matthew 1:18, 23-25; Luke 1:27-35).

REDEMPTION: Man was created good and upright, but by voluntary transgression he fell; his only hope of redemption is in Jesus Christ, the Son of God (Gen.1:26-31, 3:1-7; Romans 5:12-21).

REGENERATION: For anyone to know God, regeneration by the Holy Spirit is absolutely essential (John 6:44, 65).

SALVATION: We are saved by grace through faith in Jesus Christ; His death, burial, and resurrection. Salvation is a gift from God, not a result of our good works or of any human efforts (Ephesians 2:8-9; Galatians 2:16, 3:8; Titus 3:5; Romans 10:9-10; Acts 16:31; Hebrews 9:22).

REPENTANCE: Repentance is the commitment to change one's mind and turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation (Acts 2:21, 3:19; 1 John 1:9).

SANCTIFICATION: Sanctification is the ongoing process of yielding to God's Word and His Spirit in order to complete the development of Christ's character in us. It is through the present ministry of the Holy Spirit and the Word of God that the Christian is enabled to live a godly life (Thessalonians 4:3, 5:23; 2 Corinthians 3:18, 6:14-18, 2 Thessalonians 2:1-3, Romans 8:29, 12:1-2, Hebrews 2:11).

JESUS' BLOOD: The Blood that Jesus Christ shed on the Cross of Calvary was sinless and is 100% sufficient to cleanse mankind of all sin. Jesus allowed Himself to be punished for both our sinfulness and our sins, enabling all those who believe to be free from the penalty of sin, which is death (1 John 1:7; Revelation 1:5, 5:9; Colossians 1:20; Romans 3:10-12, 23, 5:9; John 1:29).

JESUS CHRIST INDWELLS ALL BELIEVERS: Christians are people who have invited the Lord Jesus Christ to come and live inside them by His Holy Spirit. They relinquish the authority of their lives over to him thus making Jesus the Lord of their life as well as Savior. They put their trust in what Jesus accomplished for them when He died, was buried, and rose again from the dead (John 1:12; John 14:17, 23; John 15:4; Romans 8:11; Revelations 3:20).

BAPTISM IN THE HOLY SPIRIT: Given at Pentecost, it is the promise of the Father, sent by Jesus after His Ascension, to empower the church to preach the Gospel throughout the whole earth (Joel 2:28-29; Matthew 3:11; Mark 16:17; Acts 1:5, 2:1-4, 17, 38-39, 8:14-17, 10:38, 44-47, 11:15-17, 19:1-6).

THE GIFTS OF THE HOLY SPIRIT: The Holy Spirit is manifested through a variety of spiritual gifts to build and sanctify the church, demonstrate the validity of the resurrection, and confirm the power of the Gospel. The Bible lists of these gifts are not necessarily exhaustive, and the gifts may occur in various combinations. All believers are commanded to earnestly desire the manifestation of the gifts in their lives. These gifts always operate in harmony with the Scriptures and should never be used in violation of Biblical parameters (Hebrews 2:4; Romans 1:11, 12 :4-8; Ephesians 4:16; 2 Timothy 1:5-16, 4:14; 1 Corinthians 12:1-31, 14:1-40; 1 Peter 4:10).

THE CHURCH: The church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of Jesus' great commission. Every person who is born of the Spirit is an integral part of the church as a member of the body of believers. There is a spiritual unity of all believers in our Lord Jesus Christ (Ephesians 1:22, 2:19-22; Hebrews 12:23; John 17:11, 20-23).

TWO SACRAMENTS:

Water Baptism: Following faith in the Lord Jesus Christ, the new convert is commanded by the Word of God to be baptized in water in the Name of the Father and of the Son and of the Holy Spirit (Matthew 28:19; Acts 2:38).

The Lord's Supper: A unique time of communion in the presence of God when the elements of bread and grape juice (the Body and Blood of the Lord Jesus Christ) are taken in remembrance of Jesus' sacrifice on the Cross (Matthew 26:26-29; Mark 16:16; Acts 8:12, 36-38; 10:47-48; 1 Corinthians 10:16, 11:23-25).

HEALING OF THE SICK: Healing of the sick is illustrated in the life and ministry of Jesus, and included in the commission of Jesus to His disciples. It is given as a sign which is to follow

believers. It is also a part of Jesus' work on the Cross and one of the gifts of the Spirit (Psalm 103:2-3; Isaiah 53:5; Matthew 8:16-17; Mark 16:17-18; Acts 8:6-7; James 5:14-16; 1 Corinthians 12:9, 28; Romans 11:29).

GOD'S WILL FOR PROVISION: It is the Father's will for believers to become whole, healthy and successful in all areas of life. But because of the fall, many may not receive the full benefits of God's will while on Earth. That fact, though, should never prevent all believers from seeking the full benefits of Christ's provision in order to better serve others.

1. Spiritual (John 3:3-11; 2 Corinthians 5:17-21; Romans 10:9-10).
2. Mental and Emotional (2 Timothy 1:7, 2:11; Philippians 4:7-8; Romans 12:2; Isaiah 26:3).
3. Physical (Isaiah 53:4-5; Matthew 8:17; 1 Peter 2:24).
4. Financial (Joshua 1:8; Malachi 3:10-11; Luke 6:38; 2 Corinthians 9:6-10; Deuteronomy 28:1-14; Psalm 34:10, 84:11; Philippians 4:19).

RESURRECTION: Jesus Christ was physically resurrected from the dead in a glorified body three days after His death on the cross. In addition, both the saved and the lost will be resurrected; they that are saved to the resurrection of life and they that are lost to the resurrection of eternal damnation (Luke 24:16, 36, 39; John 2:19-21, 20:26-28, 21:4; Acts 24:15; 1 Corinthians 15:42, 44; Philippians 1:21-23, 3:21).

HEAVEN: Heaven is the eternal dwelling place for all believers in the Gospel of Jesus Christ (Matthew 5:3, 12, 20, 6:20, 19:21, 25:34; John 17:24; 2 Corinthians 5:1; Hebrews 11:16; 1 Peter 1:4).

HELL: After living one life on earth, the unbelievers will be judged by God and sent to Hell where they will be released to eternal self-pursuit and subsequent torment with the Devil and the Fallen Angels (Matthew 25:41; Mark 9:43-48; Hebrews 9:27; Revelation 14:9-11, 20:12-15, 21:8).

SECOND COMING: Jesus Christ will physically and visibly return to earth for the second time to finalize establishment of His Kingdom. This will occur at a date undisclosed by the Scriptures (Matthew 24:30, 26:63-64; Acts 1:9-11; 1 Thessalonians 4:15-17; 2 Thessalonians 1:7-8; Revelation 1:7).

ARTICLE 4 Government

Hope City Church, Inc. seeks to be led by the Holy Spirit in all its decisions. The Senior Pastor/President, the congregation, the Overseers, the Elders, and the Trustees all have a role in leadership. The Senior Pastor/President's office is responsible for developing and communicating the vision and overseeing the day to day ministry of the church. The congregation influences the spiritual tone, strength and direction of the church.

The Overseers are to protect the church through counsel, prayer, and if required, the discipline of the Senior Pastor/President, as described in Article 7. The Elders are to serve the church as described in Article 8. The Trustees are to serve the church by assuring compliance with church corporation management policies and by approving the major financial commitments for the church as described in Article 9.

ARTICLE 5
Senior Pastor/President of the Church, Senior
Pastor/President and Chief Executive Officer
(CEO) of the Corporation

Section 1. The Office of the Senior Pastor/President.

Paragraph 1. The Dual Role.

Because Hope City Church, Inc. Has two (2) complimentary branches; the spiritual body of believers and the legal corporation, it is the Senior Pastor/President that administratively bridges the gap between the two (2) branches. The Senior Pastor/ President is primarily responsible for the spiritual life of the church; therefore, he must be in a position corporately to ensure that financial strength is directed toward the ministries of his choice.

Paragraph 2. Responsibilities of the Senior Pastor/President. It is

the Senior Pastor/President's responsibility to:

1. Provide Biblical vision and direction for the congregation.
2. Define and communicate the Church's purpose.
3. Oversee and coordinate the day to day ministry of the congregation and administration of the church.
4. Nominate Overseers pursuant to Article 7.
5. Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of Elders, and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry to the body of believers.
6. Nominate Trustees pursuant to Article 9 who will help oversee the business of the corporation.
7. Staff the church as he deems necessary to help administrate the affairs of the corporation.

Paragraph 3. The Senior Pastor/President's Spiritual Leadership.

In his role as Senior Pastor/President, he may work with Overseers, Elders, or anyone serving in any five-fold ministry offices as outlined in Ephesians 4:11-13 in any way that he determines is Biblical. In addition, he may budget monies, hire staff, develop projects or ministry, and create small groups or other specialized

ministries according to his convictions and Biblical understanding, subject to the general supervision and direction of the Trustees. He shall have the authority to appoint and approve any assistants that are necessary to properly carry on the work of the church.

Paragraph 4. The Senior Pastor/President's Responsibility for Services.

Times, order of services, and the leadership of services are to be determined by him or by the spiritual church structure that he establishes. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the church, without the approval of the Senior Pastor/President or the appropriate member of the established church pastoral ministry team.

Section 2. The Office of The Senior Pastor/President and Chief Executive Officer (CEO).

Paragraph 1. The Senior Pastor/President Shall Serve as the Senior Pastor/President and CEO of the Corporation.

The Senior Pastor/President and CEO are herein after, in most instances, referred to as the Senior Pastor/President. The corporation finds its headship under the Lord Jesus Christ and in its Senior Pastor/President. If possible, he shall preside at all meetings of the Trustees and shall see that all orders and resolutions of the Trustees are put into effect. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts, and other documents authorized by the Trustees. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of the Senior Pastor/President of a corporation.

Paragraph 2. The Senior Pastor/President's Role with Trustees.

Herein below, the Senior Pastor/President is the non-voting chairman of the Trustees. He calls meetings and determines the agenda in consultation with the Trustees, however he does not vote on any items. The Senior Pastor/President shall make selections from the church membership at a rate not to exceed one (1) new appointment every four (4) months in accordance with Article 9. Such nominees shall be confirmed by a majority vote of the Trustees. The current Board of Trustees including Senior Pastor/President may dismiss Trustee members, but at a rate that does not exceed one (1) dismissal every four (4) months in accordance with Article 9, Section 4, Paragraph 2.

Paragraph 3. The Senior Pastor/President's and CEO's Role in Administration.

The Senior Pastor/President is the senior administrator of the church. He is ultimately responsible for all day-to-day administrative decisions of the church.

Paragraph 4. The Senior Pastor/President's Role with Staff.

The Senior Pastor/President hires, directs and dismisses staff. As the Senior Pastor/President, his call is confirmed to the church through the congregation, and those hired through him are to assist him in fulfilling this calling. The Board of Trustees shall serve on the Confirmation Committee which shall have a role with regard to the confirmation of a new Senior Pastor/President.

Paragraph 5. Salaries

1. All salaries shall be determined in the following manner:
2. The Senior Pastor will create a compensation package that shall be forwarded to the Board of Trustees for approval.
3. The Board of Trustees shall consider the recommendation of the Senior Pastor and shall vote on the package.
4. Only uncompensated individuals of the Board of Trustees shall vote on any recommended compensation package.
5. All salaries shall be reviewed each year during the last meeting of the calendar year.
6. Pay scales shall be explained to new full-time salaried employees and, should they ever be changed, they will be given in writing to the affected employees. If there is a severance pay agreement, that too must be given to the employee in writing. In addition, all part-time salaries and hourly wages are variable and are to be determined between the Senior Pastor/President and the employee.

Paragraph 6. The Senior Pastor/President's Salary Exceptions.

6.1 Senior Pastor/President's Compensation Team. The Senior Pastor/ President's Compensation Team is established by the Board of Trustees, consisting of the Church Treasurer, two (2) members of the non-employee, independent members of the Board of Trustees, and two (2) members of the non-employee, independent members of the Board of Overseers. The number of non-employees, independent members of the Compensation Team must not be decreased to less than five (5).

6.2 Senior Pastor/President's Compensation Approval. Compensation paid to the Senior Pastor/President shall be approved on an annual basis by a majority vote of the non-employee, independent Senior Pastor/President's Compensation Team. In so doing, the non-employee, independent Senior Pastor/President's Compensation Team shall consider duties, performance evaluations, compensation, comparability data, and other relevant information. Such information will be provided by the Church Treasurer. In no event shall the Senior Pastor/President's

salary be less than it would be according to the pay scale established for the other members of the pastoral team.

Paragraph 7. Budget.

After the church is one (1) year old, an annual budget must be prepared. The budget is to be based on 90% of the previous year's undesigned income.

Paragraph 8. Installation of New Senior Pastor/President When Departing Senior Pastor/President in Good Standing.

8.1. If the Senior Pastor/President is in good standing or dies while in good standing, a new Senior Pastor/President shall be selected through the following process. The Senior Pastor/President shall nominate a new Senior Pastor/President (in a previously signed writing in the event of death) and the Elders shall then confirm such nominee by an affirmative vote of the Elders. In the event that the Elders do not confirm such nominee the process shall repeat until a nominee is confirmed. If the Senior Pastor/President is unable to nominate a new person, then the Overseers shall nominate a person, under the same terms as are described in paragraph 9.1 below.

8.2. The Senior Pastor/President is in "Good Standing" if: (1) he is not under discipline by the Overseers, (2) he is not under investigation by the Overseers, and/ or (3) he has not engaged in any conduct that could subject the Senior Pastor/ President to discipline by the Overseers.

8.3. The Board of Trustees shall serve as the Confirmation Committee.

8.4. In the event of a vacancy in the office of the Senior Pastor/President due to disability, death, or other absence while the Senior Pastor/President is in good standing, the acting Senior Pastor/President shall be a person named by the Senior Pastor/President in a signed writing to the Overseers in advance of such disability or absence. Such acting Senior Pastor/President shall serve until such time as a new Senior Pastor/President is nominated and confirmed pursuant to Paragraph 8.1. The acting Senior Pastor/President shall be eligible for nomination and confirmation as Senior Pastor/President.

Paragraph 9. Installation of New Senior Pastor/President When Departing Senior Pastor/President Not in Good Standing.

9.1. If the Senior Pastor/President is not in good standing, a new Senior Pastor/President shall be selected through the following process. The Overseers shall nominate a new Senior Pastor/President by an affirmative vote of at least one less than the total number of Overseers, and the Confirmation Committee shall then

confirm such nominee by an affirmative vote of two-thirds of the members of the Confirmation Committee. In the event that the Confirmation Committee does not confirm such nominee the process shall repeat until a nominee is confirmed.

9.2. The Senior Pastor/President is not in "Good Standing" if: (1) he is under discipline by the Overseers, (2) he is under investigation by the Overseers, and/or (3) he has engaged in any conduct that could subject the Senior Pastor/President to discipline by the Overseers.

9.3. In the event of a vacancy in the office of the Senior Pastor/President due to disability, death, discipline, or absence while the Senior Pastor/President is not in good standing, the Overseers may by a vote of one less than the total number of Overseers appoint an acting Senior Pastor/President until such time as a new Senior Pastor/President is nominated and confirmed. The acting Senior Pastor/President shall be eligible for nomination and confirmation as Senior Pastor/President.

ARTICLE 6

Congregation

The congregation shall consist of all Members of the church as defined in Article 2. Members of the Church may be appointed to serve as Elders and/or Trustees.

ARTICLE 7

Overseers

Section 1. Requirements to Be an Overseer.

The members of the Overseers must be licensed or ordained ministers, and they must be leaders of other respected congregations (or they must have been in the past). Overseers must also have wisdom in handling the interests of the church and Senior Pastor/President and know and love Hope City Church, Inc. And its Senior Pastor/ President. They may not be active members of Hope City Church, Inc. They must agree to make themselves available at their own expense to serve Hope City Church, Inc. If requested and must be willing to provide spiritual protection to the church through prayer and by living an honorable Christian lifestyle.

Section 2. Biblical Qualifications for Overseers.

"Now the Overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his own family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He

must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap." (1 Timothy 3: 2-7)

Section 3. Selection and Function of Overseers.

Overseers will be nominated by the Senior Pastor/President and confirmed by the Elders. The Senior Pastor/President will be accountable to the Overseers in the event of alleged misconduct in compliance with Article 13.

Section 4. Installing New Overseers.

Each year the Senior Pastor/President and the Elders may replace one (1) of the Overseers and enter that change into the minutes of a Trustees' meeting. If disciplinary action is being considered, changes in the Overseers may not be made until its work is completed.

Section 5. Role of the Overseers with the Trustees.

In the event of an unbalanced Board of Trustees during the corporation's first three years, commencing on the date of incorporation, the Overseers may serve in the capacity of the Board of Trustees until the appropriate Trustee appointments are made subject to Article 9. Such appointments must be made before the end of the corporation's third year.

Section 6. Role of the Overseers with the Elders.

In the event of an unbalanced Board of Elders during the corporation's first three years, commencing on the date of incorporation, the Overseers may serve in the capacity of the Board of Elders until the appropriate Elder appointments are made subject to Article 8. Such appointments must be made before the end of the corporation's third year.

ARTICLE 8

Elders

Section 1. Elders.

Paragraph 1. Spiritual Role.

The Elders are to covenant together with the congregation and the Senior Pastor/President for the development of the spiritual life of the church. These men/women and their spouses are to be the primary protectors and encouragers of a positive spiritual climate within the church body. They serve in a spiritual capacity to create and maintain stability in potentially negative situations. The only governing authority afforded them is the ability to license and ordain ministers of the gospel and the ability to confirm overseers to their positions.

Paragraph 2. Definition.

The Elders are men/women who function within the local church. They are men/women who meet the Biblical qualifications for Elders and function in that calling, but the majority of the Elders derive their income from sources other than the church. The number of Elders shall be determined by the Senior Pastor/President but shall not be less than three (3).

Paragraph 3. Functions.

The functions of the Elders are:

1. Maintain and teach by living a godly, Christian lifestyle.
2. Provide a prayer shield for the pastoral team and the local church.
3. Defend, protect and support the integrity of the pastoral team and the local church.
4. Pray for the sick.
5. Organize, implement and execute licensing and ordination requirements and procedures.
6. Mediate disputes among the brethren.
7. Counsel.
8. Confirm Overseers to their positions.
9. Contact the Overseers to initiate investigation and potential discipline of the Senior Pastor/President.
10. License and ordain ministers of the gospel.

Paragraph 4. Biblical Qualifications for Elders.

“An Elder must be blameless, the husband of but one wife, a man whose children believe and are not open to the charge of being wild and disobedient. Since an Elder is entrusted with God’s work, he must be blameless—not overbearing, not quick tempered, not given to drunkenness, not violent, not pursuing dishonest gain. Rather he must be hospitable, one who loves what is good, who is self- controlled, upright, holy and disciplined. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it.” (Titus 1:6-9 NIV)

Paragraph 5. Nomination and Appointment of Elders.

The initial appointment of Elders will be made by the Senior Pastor/ President. New Elders shall be nominated by the Senior Pastor/President and affirmed by a majority vote of the current Elders. This nomination process may occur as often as an Elder’s term expires or the Senior Pastor/President feels that it is necessary for new Elders to be added.

Paragraph 6. Four (4) Year Service Terms.

Once selected to serve as an Elder, the Elder and his spouse are to serve for a maximum of four (4) years. After that time of service, the selection process is to be repeated and anyone re-nominated and appointed may serve as many times as the congregation and Senior Pastor/President choose.

Paragraph 7. Removal of an Elder.

Should anyone in the congregation, including a staff member or another Elder, bring accusation against an Elder, charging that they do not qualify for Elders, a vote of the remaining Elders will be taken at a properly called meeting. The Elder may be removed by a simple majority vote of the remaining Elders.

Paragraph 8. Replacement of Elders.

During the four (4) years of service, those Elders who are no longer able to serve for any reason need not be replaced as long as at least three (3) Elders remain.

Section 2. Meetings of Elders

Paragraph 1. Frequency of Meetings.

A meeting of the Elders shall be held at least 6 times a year. The Senior Pastor/President, or any Elder may call a meeting at any time, under the condition that a majority [two (2) or more] of the Elders attend the meeting.

Paragraph 2. Leadership of Meetings.

If at all possible, the Senior Pastor/President is to attend and lead each Elder's meeting. If not possible, the Secretary/Treasurer shall lead the meeting. If neither the Senior Pastor/President nor the Secretary/Treasurer is able to lead the meeting, the Elders must choose a leader for that meeting and proceed in order, with the appointed leader keeping minutes for the record. Any motions passed and recorded in a meeting without the Senior Pastor/President or the Secretary/ Treasurer may not take effect until the following meeting with either the Senior Pastor/President or the Secretary/Treasurer present when the minutes of the previous meeting are approved.

Paragraph 3. Location of Meetings.

Any meeting of the Elders may be held at such place or places as shall from time to time be determined by the Elders or fixed by the Senior Pastor/President and designated in the notice of the meeting.

Paragraph 4. Written Notice of Meetings.

Whenever, under the provisions of a statute or the Articles of Incorporation or these Bylaws, a written notice is required to be given to any Elder:

1. Such notice will require a minimum of four (4) days notice.
2. Such notice may be given in writing, by email, or by mail at such address that appears in the books of the corporation and such notice shall be deemed to be given at the time the notice is email or mailed.
3. The person entitled to such notice may waive the notice by signing a written waiver either before, at, or after the time of the meeting.

Paragraph 5. Regular Meetings.

The Elders may establish regular meetings. No notice shall be required for any regular meeting.

Paragraph 6. Elder Action by Unanimous Written Consent Without Meeting.

Any action required or permitted to be taken by the Elders under any provision of law may be taken without a meeting, if all of the Elders shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Elders. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Elders without a meeting and that the Bylaws of this corporation authorize the Elders to so act and such statement shall be prima facie evidence of such authority.

Paragraph 7. Waiver of Notice.

Attendance of an Elder at any meeting of the Elders will constitute a waiver of notice of such meeting except where such Elder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Paragraph 8. Meetings by Remote Communications Technology.

Subject to the notice provision aforementioned in this Article, the Elders may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Paragraph 9. Quorum.

A simple majority of the Elders at an official Elder meeting constitutes a quorum.

Section 6. Compensation.

The majority of the Elders shall not receive any salaries for their services.

ARTICLE 9
Trustees of the Corporation

Section 1. General Powers.

The major financial affairs of the corporation shall be managed by the Trustees whose members shall have a fiduciary obligation to the corporation according to Sections 2 and 3 of this Article.

Section 2. Functions.

Paragraph 1. Provide Facilities.

The Trustees vote in accordance with these Bylaws in order to conduct the major business decisions of the corporation. The Trustees oversee the provision of the physical facilities needed by the church body. They also coordinate any construction projects which require a loan.

Paragraph 2. Exclusive Authority.

The Trustees are the only body within the corporation or church body with the authority to:

1. Buy and sell real estate.

2. Borrow money.
3. Secure real estate leases.

Paragraph 3. Counsel.

The Trustees are to provide counsel, at the Senior Pastor/President's request, regarding the major financial commitments of the church.

Section 3. Financial Guidelines.

Paragraph 1. Monies Available to Trustees.

In order to provide for the physical needs of the church, the Trustees have available to them 100% of all unrestricted monies accumulated in any type of savings accounts including stocks, bonds, certificates of deposit, mutual funds, etc. and all assets in land and property.

Section 4. Appointment, Number, Term, and Qualifications.

Paragraph 1. Number and Selection.

The Trustees shall be composed of no less than three (3) members who are nominated and affirmed by a majority vote of the Trustees. The majority shall serve without remuneration and not be related by blood or marriage. The term of office of the Trustees shall be reviewed every two years. Trustees are subject to removal in accordance with paragraph 2. All Trustees must be selected from the membership of the church.

Paragraph 2. Removal.

Any Trustee may be removed from office with or without cause by a simple majority vote of the board of Trustees including the Senior Pastor/President's approval. However, the removal of the Senior Pastor/President is subject to Article 13.

The following reasons are considered just cause for board member removal by the board of Trustees:

1. In absentia at three consecutive board meetings;
2. Violation of the Mutual Interest clause of Article 2;
3. Not acting in the best interests of the organization;
4. Willful nondisclosure of a conflict of interest as interpreted by a majority vote of the Trustees.

A Trustee may be removed from the board in the following manner:

1. By letter of resignation submitted to the Senior Pastor/President;
2. By action of the board of Trustees in which a simple majority of the board, including the Senior Pastor/President's vote in favor for removal, but at a rate that does not exceed one (1) dismissal every four (4) months.

Section 5. Meetings.

Paragraph 1. Frequency of Meetings.

A meeting of the Trustees shall be held at least twice a year. A quorum must be present to have a valid meeting.

Paragraph 2. Leadership of Meetings.

If at all possible, the Senior Pastor/President is to attend and lead each Trustees' meeting. If not possible, the Secretary/Treasurer shall lead the meeting. If neither the Senior Pastor/President nor the Secretary/Treasurer is able to lead the meeting, the Trustees must choose a leader for that meeting and proceed in order, with the appointed leader keeping minutes for the record. Any motions passed and recorded in a meeting without the Senior Pastor/President or the Secretary/ Treasurer may not take effect until the following meeting with either the Senior Pastor/President or the Secretary/Treasurer present when the minutes of the previous meeting are approved.

Paragraph 3. Location of Meetings.

Any meeting of the Trustees may be held at such place or places as shall from time to time be determined by the Trustees or fixed by the Senior Pastor/President and designated in the notice of the meeting.

Paragraph 4. Written Notice of Meetings.

Whenever, under the provisions of a statute or the Articles of Incorporation or these Bylaws, a written notice is required to be given to any Trustee:

1. Such notice will require a minimum of four (4) days notice.
2. Such notice may be given in writing, by email, or by mail at such address that appears in the books of the corporation and such notice shall be deemed to be given at the time the notice is email or mailed.
3. The person entitled to such notice may waive the notice by signing a written waiver either before, at, or after the time of the meeting

Paragraph 5. Regular Meetings.

The Trustees may establish regular meetings. No notice shall be required for any regular meeting.

Paragraph 6. Trustee Action by Unanimous Written Consent Without Meeting.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board of Trustees shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Bylaws of this corporation authorize the Trustees to so act and such statement shall be prima facie evidence of such authority.

Paragraph 7. Waiver of Notice.

Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver of notice of such meeting except where such Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Paragraph 8. Meetings by Remote Communications Technology.

Subject to the notice provision aforementioned in this Article, the Trustees may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Paragraph 9. Quorum.

A simple majority of the Trustees (including the Senior Pastor/President) at an official board meeting constitutes a quorum.

Section 6. Compensation.

The majority of the Trustees shall not receive any salaries for their services.

ARTICLE

10

Officers

Section 1. Officers.

The officers of the corporation shall be a Senior Pastor/President and a Secretary/ Treasurer and any other officers that the Trustees may authorize from time to time.

Section 2. Appointment, Election and Term of Office.

Paragraph 1. Appointment of the Senior Pastor/President.

The appointment and responsibilities of the Senior Pastor/President are listed in Article 5 above.

Paragraph 2. Appointment of Secretary/Treasurer.

The Secretary/Treasurer is to be nominated by the Senior Pastor/President and approved by the Trustees. The term of this office is indefinite. Should the Trustees fail to approve of the nomination by the Senior Pastor/President, other nominations must be made until a suitable candidate is chosen.

Paragraph 3. New Offices.

New offices may be created and filled at any meeting of the Trustees. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal of Officers.

Paragraph 1. Overseers Responsibility for the Senior Pastor/President.

The Overseers of the church may discipline or remove the Senior Pastor/ President according to Article 7.

Paragraph 2. Senior Pastor/President Responsibility of Secretary/Treasurer.

The Senior Pastor/President can remove the Secretary/Treasurer from his/ her office at any time, however, in order for that person to be removed as a Trustee the individual must be removed in accordance with Article 9, Section 4, Paragraph 2.

Paragraph 3. Trustees' Responsibility for All Other Officers.

Any officer elected or appointed by the Trustees may be removed by the Trustees when the best interests of the corporation would be served thereby, but

such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Powers of Officers.

Paragraph 1. The Senior Pastor/President.

The powers of the Senior Pastor/President are listed in Article 5 above.

Paragraph 2. The Secretary/Treasurer.

The Secretary/Treasurer should be a Trustee as well as an officer of the corporation. As Secretary, the Secretary/Treasurer shall act as clerk and record (or have recorded) all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall oversee the keeping of the membership rolls of the corporation, and in general perform the duties usually incident to the office of secretary, and such further duties as shall be prescribed from time to time by the Trustees or by the Senior Pastor/President.

Paragraph 3. The Secretary/Treasurer's Role Over Accounting.

As Treasurer, the Secretary/Treasurer shall oversee the keeping of full and accurate accounts of the receipts and disbursements in the accounting records of the corporation, and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such banks and depositories as may be designated by the Trustees. He does not determine expenditures, but he shall oversee the disbursement of the funds of the corporation as may be ordered by the Trustees or the Senior Pastor/President. He shall perform the duties usually incidental to the office of Treasurer and such other duties as may be prescribed from time to time by the Trustees or by the Senior Pastor/President.

Paragraph 4. Audited Financial Statements.

The Secretary/Treasurer shall serve on the Audit Review Committee and report to the Trustees after its review of the annual audit. If the church does not have an annual audit, the Secretary/Treasurer is to provide to the Trustees a report on the previous year's income and expenses.

Paragraph 5. Cash Flow Statements.

The Secretary/Treasurer is to work with the Senior Pastor/President to provide an annual Cash Flow Statement that must accompany all contribution statements to members. A description of the salary scales used in determining the salaries for staff members will be provided upon written request.

Paragraph 6. Public Availability of Annual Financial Statements.

The Secretary/Treasurer shall insure that current audited financial statements are available to anyone upon written request and the previous year's cash flow statements are available to all contributors to the church.

Section 5. Trustee's Selection of Additional Officers:

In case of the absence of any officer of the corporation except the Senior Pastor/President, or for any other reason that may seem necessary, the Trustees, by a majority vote, may delegate the duties and powers of that officer for the time being to any other officer, or to any Trustee.

ARTICLE 11
Business Practices

Section 1. Fiscal Year.

The fiscal year of the corporation shall be the calendar year.

Section 2. Contracts.

The Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

Section 3. Checks, Drafts, or Orders.

All checks, drafts and orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the Trustees. In the absence of such determination by the Trustees, such instruments may be signed by either the Secretary/Treasurer or the Senior Pastor/President of the corporation in accordance with their duties outlined in these Bylaws.

Section 4. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Trustees may select in accordance with these Bylaws.

Section 5. Gifts.

Any Trustee may accept on behalf of the corporation any contribution, gift, bequest or device for any purpose of the corporation.

Section 6. Books and Records.

The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members, Trustees, committees having and exercising any of the authority of the Trustees, and any other committee, and shall keep at the principal office a record giving the names and addresses of all Trustees members entitled to vote. Books and records of the corporation may be inspected by any church member for any proper purpose at any reasonable time as approved by a majority of the Trustees on a case-by-case basis.

ARTICLE 12 Church Ministry

Section 1. Minister Ordination and Licensing.

Paragraph 1. Role of the Senior Pastor/President.

The Senior Pastor/President and Elders may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination shall be within the absolute discretion of this group.

Paragraph 2. Application.

Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the group. An application shall be either approved or denied within ninety (90) days of completing the process set forth by the group as defined in Paragraph 1. Those applicants who are approved shall receive a certificate evidencing the approval.

Paragraph 3. Ability to Limit Ministry.

The Senior Pastor/President may, at his own discretion, limit licensed or ordained ministers to a specific area of special emphasis.

Section 2. Ministry Training.

Paragraph 1. School of Ministry.

The Senior Pastor/President and his staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare students in the

knowledge of the Word of God and in ministering to people's needs through the Gospel of Jesus Christ.

Paragraph 2. Automatic Recognition.

The Senior Pastor/President of this ministry shall by virtue of his/her office automatically be recognized as an ordained minister.

Section 3. Classes of Ministers.

This ministry shall have four classes of ministers. Each class of minister will have distinct rights and privileges; they are listed below:

1. **Commissioned Minister:** This recognition is automatically given to all believers in fellowship with this ministry. They are not authorized to perform any sacerdotal services, but primarily assist others in the Body of Christ. Individuals in this category may include, but are not limited to: teachers, worship leaders, instructors, hospital and jail visitation, ministerial assistance, and lay persons.
2. **Chaplain:** This recognition is for ministers of the gospel that are called by God and recognized by the Senior Pastor/President to minister primarily in prisons, hospitals and government agencies.
3. **Licensed Minister:** This recognition is given by the Senior Pastor/President of this ministry. This recognition is for those who are somewhat seasoned in the ministry, but need further experience. Many of these are individuals that have been working in their chosen vocation, but for some reason or another have never entered full-time ministry, or have only been in full-time ministry for less than three years. Such persons are authorized to perform the following religious functions:
 - A. Conduct religious worship
 - B. Religious instruction
 - C. Administer communion
 - D. Provide spiritual counseling
 - E. Serve on the Trustees of a church
 - F. And other sacerdotal functions including
 - i. Conduct baby dedication ceremonies
 - ii. Perform baptisms
 - iii. Perform weddings

- iv. Conduct funerals
- v. Visit the sick and shut-in
- vi. Minister in prisons

However, this person is not in charge of a congregation. Limited authority is granted to run the affairs of the ministry.

4. **Ordained Minister:** This recognition is given by the Lead Pastor/Senior Pastor/President to those persons who have an "established" or "proven" ministry. Ordained ministers are authorized to perform all functions of the Christian ministry and religious functions, and must be capable of doing so. Ordained ministers are authorized to perform all religious functions:

- A. Conduct religious worship
- B. Religious instruction
- C. Administer communion
- D. Provide spiritual counseling
- E. Ministry administration
- F. And other sacerdotal functions including
 - i. Conduct baby dedication ceremonies
 - ii. Perform baptisms
 - iii. Perform weddings
 - iv. Conduct funerals
 - v. Visit the sick and shut-in
 - vi. Minister in prisons

He/she must be capable, as determined by the Senior Pastor/President, to take charge of a congregation.

Section 4. Senior Pastor/President's Authority.

Senior Pastor/President of this ministry shall have ecclesiastical authority to decide who, how or if a person will be licensed by this ministry to hold any of the four classes mentioned above (Matthew 16:13-19).

ARTICLE 13

Church Discipline

Section 1. Disciplining Church Members.

Only members are subject to church discipline.

Section 2. Disciplining the Senior Pastor/President.

Paragraph 1. Criteria for Discipline.

Should the Senior Pastor/President demonstrate immoral conduct, financial practices, or theological views that in the opinion of two or more Elders may require either personal correction or termination of his position, such Elders shall contact the Senior Pastor/President and then, if necessary, the Overseers for investigation and evaluation of any appropriate discipline.

Paragraph 2. Process for Investigation.

Should the Overseers be asked to investigate alleged pastoral misconduct, a consensus of two (2) of the three (3) Overseers is required to initiate an investigation, and a consensus of two (2) of the three (3) Overseers is required take disciplinary action. With such a consensus, the Overseers shall assume complete authority over the Senior Pastor/President; they may decide to remove him from his position or to discipline him in any way they deem necessary. The Overseers have no authority in Hope City Church, Inc. unless contacted by such Elders, and then only insofar as permitted under these Bylaws.

Paragraph 3. Motivation.

It is the intention of the corporation to protect the hearts of all involved in matters of pastoral discipline. With the method outlined above, the "sheep" never have to pass judgment upon their "shepherd."

ARTICLE 14

Amendment of Bylaws

Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular meeting by (1) a simple majority affirmative vote of the Trustees, and (2) an affirmative vote of the Senior Pastor/President. At least ten (10) days written advance notice of said meeting shall be given to each member of the Trustees. In the written notice, proposed changes must be explained. These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by consent in writing signed by all of the Trustees.

Signed and certified to be effective immediately.

Senior Pastor/President of Hope City Church, Inc.

Trustee of Hope City Church, Inc.

Trustee of Hope City Church, Inc.