

**CONSTITUTION AND BYLAWS
OF
McGILL BAPTIST CHURCH, INC.
(Concord, North Carolina)**

PREAMBLE

We declare and establish this Constitution and these Bylaws to preserve and secure the principles of our Christian faith and to govern this organized Church in an orderly manner, always seeking to preserve the liberties inherent in each individual member and to protect the freedom of action of this Church in relation to other churches and institutions – as “free people in a free church in a free state.”

CONSTITUTION

ARTICLE I NAME AND LOCATION

The name of this Christian community is **McGILL BAPTIST CHURCH** (“McGill” or the “Church”). The Church is located in Concord, North Carolina.

ARTICLE II PURPOSE

The purpose of McGill Baptist Church is to sustain and nurture a community of Christian faith as it seeks to advance God’s Kingdom under the Lordship of Jesus Christ.

In this endeavor, the Church will:

Be a worshipping community of faith, experiencing God’s presence and responding in obedience to His leadership;

Provide regular opportunities for public worship and for the observance of the ordinances of Baptism and the Lord’s Supper;

Proclaim the Good News of the abundant life in Christ to our membership, our community, and our world;

Nurture and challenge our members through a planned program of Christian education – Bible study, discipleship training, missions, and ministry;

Promote Christian fellowship, service, and continuing growth in Christian love;

Practice responsible stewardship as we use our resources – personal and corporate – to do the work of God’s kingdom; and

Cooperate with other churches, groups, and agencies as we seek to fulfill our mission.

ARTICLE III FAITH AND PRACTICE

As it has been since its beginning, McGill Baptist Church is missionary in spirit, adhering to basic Baptist beliefs and practices: “soul competency,” “the priesthood of all believers,” “the separation of church and state,” and “voluntary association without outside control.”

We believe that the Bible is an inspired record of God’s revelation of His plan and purpose for His creation – giving a sufficient and sure foundation for our Christian faith and for living the abundant life in Christ.

We believe that God speaks through Scripture to each generation and that each individual has the right and responsibility to interpret the Scripture according to his or her own conscience, as led by the Holy Spirit. We believe that the pastor is the servant leader, but not the authoritarian ruler of the Church. We believe that God calls both men and women into ministry; we ordain both women and men to serve as pastors, ministers, and deacons.

We acknowledge Christ as Head of the Church and seek to honor Him through worship, witness, discipleship, and service. We observe the ordinances of Believer’s Baptism and the Lord’s Supper. And we seek to follow the Lord’s commandments in our daily lives.

Having been led to a personal faith in Jesus Christ; having been baptized as a sign of our obedience and commitment; and having been received into the fellowship of this Church Family, we are united in our desire:

To honor God with our lives – seeking first His Kingdom – guided by the Christian precepts of love, justice, and service to others;

To seek diligently to learn more about God as revealed in the created universe and in the Scriptures and other inspired writings; to study the Bible seriously and prayerfully to gain understanding for living the Christian life;

To grow in our personal discipleship and in the stewardship of our abilities, our opportunities, and our heritage;

To support the mission and ministry of our Church with our prayers, our attendance, and our resources;

To work together in a spirit of Christian love, understanding, and forgiveness that we might bring honor to the name of Christ and glory to God;

To live as Christians in our homes, loving and respecting each other and teaching our children that they are also God's children and that His love includes all the children of the world;

To live as Christians in the world, being just in our dealings, faithful in our responsibilities, and true to the teachings of the Christian faith, as we seek to live it and share it with humility and gratitude;

To regard as the household of faith all who worship Christ as Lord and, while honoring our Baptist heritage, always seeking a unity of spirit and purpose with all Christians and with those of other faiths.

ARTICLE IV GOVERNANCE AND AFFILIATION

The government of this Church is vested in the body of believers who comprise it. The membership, under the Lordship of Christ, retains the right and responsibility of self-government in all phases of the spiritual and the temporal life of the Church, including the legal right to acquire and dispose of property both real and personal.

The congregation acts through the Diaconate, the officers, and a system of standing "Church Committees" and special purpose "Ad Hoc Committees," working with the Senior Pastor and ministerial staff, to accomplish the objectives of church programs and ministries, as set forth in the Bylaws.

The Church shall hold regular meetings for the purpose of worship, teaching, training, and fellowship. Public services of worship shall be held each Lord's Day and at other times as scheduled. The ordinance of the Lord's Supper shall be observed at least once each quarter, and at such other times as appropriate, at the discretion of the Senior Pastor in consultation with other Ministers and appropriate staff. The ordinance of Baptism also shall be observed, as appropriate, at the discretion of the Senior Pastor. The Church shall schedule Congregational Meetings quarterly and Church Conferences as needed for conducting the business of the Church.

The Church recognizes and values the benefit of mutual counsel and cooperation with other churches, institutions, and agencies and freely engages with them as appropriate for the Church and our mission.

ARTICLE V MEMBERSHIP

Membership in McGill Baptist Church is open to all who, through personal faith and God's grace, have come to accept Christ as Savior and Lord and who receive baptism as a sign of their commitment. As members, we are all expected to actively support the Church in its services, programs, and ministries.

ARTICLE VI CHURCH FINANCE

In order to provide for an effective church accounting system with sufficient internal control for the security of the funds and for the protection of those who handle the funds, appropriate officers and committees shall be provided and their duties described in the Bylaws and the Committee Manual.

ARTICLE VII ADOPTION AND AMENDMENTS

Section 1. Adoption. This Constitution shall be considered adopted and in effect when approved by two-thirds of the active members present and voting at a meeting called for the purpose of its adoption, provided that the proposed Constitution shall be made available to the membership and a notice of the meeting shall be given to the Church at least thirty (30) days prior to the time the vote is taken.

Section 2. Repeal. The adoption of this Constitution shall effect a repeal of all previously adopted Constitutions and/or Bylaws provided, however, that no actions taken by the Church prior to the effective date of this Constitution shall be invalidated by the adoption of this Constitution.

Section 3. Amendment. This Constitution may be amended, altered, or repealed at any time by a two-thirds vote of the active members present and voting at a meeting called for the purpose of making specified changes to this Constitution, provided that notice shall have been given to active members thirty (30) days prior to the time the vote is taken.

Section 4. Review. The chairperson of the Diaconate shall appoint a committee at least every fourth year to review the Constitution and the Bylaws of the Church and present recommendations to the Church as needed.

ADOPTED THIS THE ____ DAY OF _____, 2004.

**BYLAWS
OF
McGILL BAPTIST CHURCH, INC.**

(a North Carolina Nonprofit Corporation)

ARTICLE I NAME, OFFICES, PURPOSE

Section 1.01 Name. From and after the effective date of these Bylaws the name of this nonprofit corporation shall be McGILL BAPTIST CHURCH (“McGill” or the “Church”).

Section 1.02 Offices; Registered Agent. The principal office of the Church shall be located within the State of North Carolina and at such place as the Church shall regularly meet for worship services. The Church may maintain additional offices at such other places as the Church may designate. A copy of these Bylaws, the Church Constitution, and all books, records, minutes and related documents of the Church shall be kept at the principal office at all times. The Church shall maintain a registered agent with the Office of the Secretary of State of North Carolina. That person shall be the Senior Pastor or a Trustee designated by the Church in Conference. The business address of the registered agent shall be the same as the principal office of the Church.

Section 1.03 Purpose. The purposes of the Church shall be as set forth in the Constitution.

ARTICLE II ORGANIZATION, AFFILIATION AND GOVERNANCE

Section 2.01 Organization. The Church is organized to provide leadership for the congregation, identify activities and areas of service, establish procedures which enhance efficiency and continuity of programs, and provide an orderly means of initiating new programs and discontinuing those programs that are no longer needed. The organizational structure of the Church shall consist of:

- a. Church Officers and Staff;
- b. Program Organizations;
- c. Diaconate;
- d. Church Committees;
- e. Ad Hoc Committees;
- f. Church Council; and
- g. Active and Inactive Members.

Section 2.02 Organization Year. The Church fiscal year shall be concurrent with the calendar year. The program year for Sunday School, Missions, Youth, Children, and

Music and Drama Programs shall coincide, as nearly as possible, with the public school year.

Section 2.03 Affiliation. The Church recognizes the value and mutual helpfulness of voluntary association with Christian organizations that are in such agreement in faith and practice as to make possible a spirit of fellowship and goodwill. The Church shall seek affiliation and cooperation with other Christian organizations who share with the Church common objectives and philosophies of ministry, including but not limited to voluntary associations with other Baptist, ecumenical and/or human service organizations as it deems appropriate. The Church in Church Conference may make decisions concerning association with other Baptist or ecumenical groups or other organizations. The Church may designate representatives to the assemblies of these organizations as appropriate. Any financial support of these organizations by the Church shall be referred to the Finance and Stewardship Committee for approval and implementation, and shall be incorporated into the Church unified budget as appropriate.

Section 2.04 Governance. The Church is a free, autonomous, independent body, congregational in organization and polity, with authority to determine for itself, in a manner consistent with these Bylaws and the Church Constitution (and free of any outside control, authority, or power), the use of its property and all issues of Church policies and governance. Congregational participation in Church governance shall be achieved through a system of standing committees ("Church Committees") and special purpose committees ("Ad Hoc Committees") functioning with the guidance of, and in concert with the Senior Pastor and other Ministers, working collectively under the leadership of the Holy Spirit to accomplish the objectives of Church ministries and programs.

ARTICLE III MEMBERSHIP

Section 3.01 Membership. The membership of this Church shall be composed of persons who have professed faith in Jesus Christ, who have expressed a desire to associate with this body of believers, who have been baptized by immersion, and who have been received into membership by majority vote of the Church members present and voting. Members may be received at any scheduled worship service.

Section 3.02 Baptism. The ordinance of baptism, as observed by McGill Baptist Church, shall be by immersion. As a family of Christian believers, this Church may receive as new members all those professing faith in Christ and requesting baptism by immersion.

Section 3.03 Transfer of Letter or Statement of Faith. Anyone who has previously professed faith in Jesus Christ and has been baptized by immersion may be received into membership by a vote of the Church upon a personal statement of faith and prior baptism or upon promise of a letter of transfer from the church where membership resides.

Section 3.04. Other Circumstances. Applicants for membership under circumstances other than those described in Sections 1,2, and 3 above will be considered by the Diaconate, and the decision of the Diaconate concerning the applicant's circumstances will be final in each case. In all instances, applicants for membership shall be presented to the Church to be received into membership by majority vote of the Church members present and voting.

Section 3.05. Active and Inactive Members. Any member who for a period of 12 months or more fails to participate in any Church programs or ministries (excluding "homebound" members) and fails to give financially to the support of the Church shall be designated an "Inactive Member." All other members shall be designated "Active Members."

Section 3.06 Membership Duties. Members shall be expected to be faithful in all the duties of Christian life, to be regular in attendance at the services of the Church, to give regularly and systematically to its support, and to share in its ministry. Only Active Members of McGill Baptist Church may act and vote in the transactions of the Church in its duly called or scheduled Congregational Meetings and Conferences, or be elected to a Church office, Church Committees, or Ad Hoc Committees.

Section 3.07. Letters of Transfer and Voluntary Withdrawal of Membership. Upon request by another congregation, letters of transfer of membership shall be granted on behalf of a member of this Church who wishes to unite with another Christian church. When such letters are granted, membership in McGill Baptist Church will terminate. The Church staff are authorized to grant such letters of transfer upon receipt of a request for a letter. A member also may request withdrawal of membership by letter to the Church. This request will be honored and membership shall be withdrawn upon receipt by the Church of a letter requesting withdrawal of membership.

Section 3.08. Counseling and Withdrawal of Membership. If a member should fail to fulfill the member's responsibilities to the Church or should violate the standards of Christian conduct, the Diaconate, in consultation with the Senior Pastor and/or other Ministers, shall be responsible for ministering to the individual. After kind and repeated efforts by the Diaconate to make such action unnecessary and after due notice and an opportunity to be heard by the Diaconate, the Church in Conference may terminate the membership of an individual upon a majority vote of those members present at the Conference. For purposes of this section only, a quorum for the Conference shall consist of 10% of Active Members.

ARTICLE IV CHURCH OFFICERS AND NON-MINISTERIAL STAFF

The officers of the Church shall be the Senior Pastor, other Ministers, the chair and vice-chairs of the Diaconate, the Trustees, the Recording Secretary, the Treasurer, the Budget Secretary, all as defined below, and such other officers as shall be required to perform the work of the Church.

Section 4.01 Senior Pastor.

A. Duties and Responsibilities. The Senior Pastor shall be an ordained minister or willing to receive ordination, who is called by the Church, upon recommendation of a Pastor Search Committee, to serve until the employment relationship is terminated by either the Senior Pastor or the Church pursuant to these Bylaws and its personnel policies. Any decisions regarding the Church's termination of the Senior Pastor's employment relationship shall be made by the Church in Conference, upon a majority vote of the Active Members present and voting, following the recommendation of at least 75% of the Diaconate, in consultation with the Personnel Committee.

When a vacancy in the Senior Pastor position occurs, a "Pastor Search Committee" shall be nominated by the "Search Nominating Committee," and upon approval of the Diaconate, shall be elected by the Church, to conduct an employment search to fill the Senior Pastor position, and to recommend a candidate for the position to the Church, all as set forth and defined in Section 4.01 B below.

The Senior Pastor, as the spiritual leader of the Church, shall lead the Church as it carries out its purposes, the Church officers and committees as they accomplish their tasks, and the Diaconate as they assist in the performance of ministerial responsibilities. The Senior Pastor shall: be responsible for overseeing the well being of the Church; serve as administrative supervisor of all church staff; serve as an ex-officio member of all Church Organizations, departments and committees; call special meetings of the Diaconate or of any committee as the Senior Pastor deems necessary and appropriate; conduct religious services on stated and on special occasions; administer the ordinances of Baptism and the Lord's Supper; minister to the spiritual needs of the members of the Church and community; and perform other duties that usually pertain to that office. The Senior Pastor shall have special charge of the pulpit ministry of the Church and shall, in cooperation with the Diaconate, provide for pulpit supply when the Senior Pastor is absent, promote opportunities for other Ministers to administer ordinances and conduct religious services as appropriate, and coordinate opportunities for guest ministers and laity to lead the Church in special worship opportunities. In summary, the Senior Pastor shall, with God's help and guidance, lead the Church in accomplishing its mission in the Kingdom of God.

B. Election of Senior Pastor. In the event there is a vacancy in the Senior Pastor position, the Church shall elect a special Pastor Search Committee to conduct an employment search and recommend a candidate for the Senior Pastor position, as set forth in this section.. The Pastor Search Committee shall be nominated by the current officers of the Diaconate and the current Nominating Committee (collectively, the "Search Nominating Committee"), and elected by the Church membership, as set forth below. The Search Nominating Committee shall seek the active participation of Church members in the nomination process, in that members shall be asked to submit by secret ballot the names of those they wish to nominate to serve on the Pastor Search Committee (and the top three cumulative vote recipients who are willing to serve, shall be members of the Pastor Search Committee). The Search Nominating Committee shall complete the

nomination selection process, giving prayerful consideration to the needs of the Church, to the qualifications of those nominated, to the dynamics of the Pastor Search Committee, and to the availability and willingness of the nominees to serve. The Pastor Search Committee shall consist of seven members. Of these seven, there shall be at least: two women, two men, two active deacons, and three members nominated by the congregation.

Upon a majority vote of 5 of the 7 members of the Pastor Search Committee and after consulting with the Diaconate and the Finance and Stewardship Committee, the Pastor Search Committee shall present nominations for the Senior Pastor position to the Church for election. Nominations for the Senior Pastor position may be made to the Church only by the Pastor Search Committee. The Pastor Search Committee shall recommend only one candidate for the position at a time for consideration by the Church.

Election by the Church of a Senior Pastor shall be conducted only upon the recommendation of a candidate by the Pastor Search Committee for the position, shall occur by secret ballot, and shall take place at a special Church Conference called for that purpose. A minimum of one (1) week's notice shall be given to the congregation of the called Church Conference to elect a Senior Pastor. The election of a Senior Pastor shall require an affirmative vote of three-fourths of the Active Members present and voting at the called Conference. Should the candidate recommended by the Pastor Search Committee fail to receive a three-fourths affirmative vote, the Pastor Search Committee shall be instructed to continue their search for a candidate, and the Conference shall be adjourned without debate.

Section 4.02 Other Ministers.

The Church shall call other Ministers as needed to carry out its purposes.

A general description of the Minister position and the search process to be employed in selecting the Minister shall be approved by the Church prior to initiating the search process. The Diaconate and the Church Council shall be consulted before a candidate is presented to the Church for election, and the compensation package for the position is subject to Finance and Stewardship Committee approval. Prior to a meeting to call a Minister, the candidate, the Senior Pastor, the Search Committee (if any), and the Personnel Committee shall review and agree upon a detailed Minister position description which shall be presented to the Church at the time of nomination of the candidate.

Detailed job descriptions for each Minister position shall be maintained by the Personnel Committee, which shall solicit input from the membership and the ministerial staff, as appropriate. Minister position job descriptions shall be updated by the Personnel Committee in consultation with the staff member, as necessary and at least every two years, to reflect the changing needs and ministry opportunities of the Church.

Ministers shall be ordained or shall be willing to receive ordination. Ministers shall be responsible to the Church for the activities in their respective areas, as they minister and work under the direction of the Senior Pastor and in cooperation with the appropriate Church Committee(s), and shall serve until the employment relationship is terminated by either the Minister or the Church pursuant to these Bylaws and its personnel policies.

Ministers may be appointed by the Senior Pastor to assist in the Senior Pastor's work as an ex-officio member of Church Committees.

Section 4.03 Non-Ministerial Church Staff. Upon recommendation of the Personnel Committee, the Church from time to time may establish full-time, part-time, or contract staff positions, as appropriate, to support the Church's ministry, including but not limited to the following positions: administrative assistants, secretaries, office manager(s), musicians, custodians, caterers, nursery workers, a child development center director and assistant director(s). The Senior Pastor or the Senior Pastor's designee(s) shall supervise each staff employee. The Personnel Committee shall maintain detailed job descriptions for each staff position, and shall update, as necessary, each job description to reflect the changing needs and ministry opportunities of the Church.

Section 4.04 Recording Secretary. The Recording Secretary shall be nominated by the Nominating Committee and elected annually by the Active Members. It shall be the duty of the Recording Secretary to:

1. Attend, or appoint an agent to attend, all called Congregational Meetings and Church Conferences;
2. Serve as clerk of such meetings;
3. Keep and maintain accurate minutes of all such meetings;
4. Keep and maintain accurate records of business transactions of the Church; and
5. Attest Church documents as may be necessary.

Section 4.05 Treasurer and Budget Secretary. The Treasurer and the Budget Secretary shall be nominated by the Nominating Committee and elected annually by the Active Membership.

The Treasurer shall be responsible for overseeing:

1. The system of receipt and deposit, to appropriate financial accounts maintained by the Church, of all money given or paid to the Church, as provided in the Committee Manual (as defined in Section 11.03 of these Bylaws);
2. The disbursement of funds upon receipt of properly signed vouchers and supporting documentation; and
3. The maintenance of proper records of all deposits to and disbursements from Church financial accounts.

The Budget Secretary shall be responsible for overseeing:

1. The recording and maintaining of Church ledger accounts for all funds received through Church offerings, and the crediting of receipts to the appropriate ledger account;
2. The preparation of monthly itemized reports of receipts and disbursements for review by the Treasurer, Finance and Stewardship Committee, or its designees, and the Diaconate; and
3. The preparation of regular reports to the congregation and an annual report for presentation to the Diaconate and the Church, within thirty days of the close of the books for each Church fiscal year, that itemizes all disbursements and the total amount of receipts for the year.

All records, books, and accounts maintained by the Treasurer and Budget Secretary shall be considered the property of the Church and shall be kept at the principal office of the Church. The books and records of accounts (except for individual giving accounts) shall be available for inspection by any Active Member of the Church, upon request, at all reasonable times.

Section 4.06 Trustees. The Church shall have three Trustees to hold in trust the title to all real property of the Church. Trustees shall be nominated by the Nominating Committee and elected by the Church for three year terms, or until their successors shall be elected and installed. Terms shall be staggered such that one Trustee is elected each year. Trustees shall be responsible to execute all deeds, mortgages, deeds of trust, leases, licenses or other instruments relating to the real property of the Church upon authorization by the Church, by majority vote of the Active Members present and voting at a called Church Conference.

ARTICLE V DIACONATE

Section 5.01 Deacon Nominating Committee. The Church shall select one active deacon for approximately every fifteen families (excluding the chairperson of the Diaconate), as set forth below. Annually, the Nominating Committee, in consultation with the Senior Pastor, shall present to the Church for election a Deacon Nominating Committee, at a Church Conference called for that purpose. The Deacon Nominating Committee shall consist of five individuals, one of whom must be an active deacon, one of whom must be a woman, and one of whom must be a man, to select deacons. The Church shall elect a Deacon Nominating Committee by the end of May each year, and the Deacon Nominating Committee, upon election, promptly shall undertake the Selection Process, as described in Section 5.02 below.

Section 5.02 Selection Process. Upon election, the Deacon Nominating Committee shall seek the participation of active Church members in the selection process, as follows:

Written notice shall be published in the Church newsletter informing Church members of the qualifications and duties of deacons and that the Deacon Nominating Committee will be seeking input from active Church members in the selection process during weekly worship services. At the respective weekly worship services, the duties and scriptural ideals of deacons (as recorded in Acts 6:1-8, I Timothy 3:8-13, and Romans 16:1-2 NRSV) shall be presented. Prepared forms will be distributed to Active Members so that Active Members may submit the names of individuals they wish to recommend to serve on the Diaconate. Under the supervision of the Senior Pastor, the Deacon Nominating Committee shall select candidates to fill vacancies on the Diaconate, giving prayerful consideration to the needs of the Church, the recommendations of Active Members, the qualifications of those under consideration, and to their availability and willingness to serve. After thorough study and prayerful deliberation, the Deacon Nominating Committee shall select and name candidates to fill all vacancies on the Diaconate.

Prior to the presentation of the slate of candidates to the Church for election, selected candidates who have not been ordained shall be examined by the active Diaconate as to their faith and practice. Upon their acceptable examination, the Diaconate shall recommend them to the Church for ordination, upon their election.

The slate of Diaconate candidates selected by the Deacon Nominating Committee shall be presented to the Church for election, by majority vote of the Active Members present and voting. Upon election, those candidates who have not been ordained previously, shall be ordained by the Church as soon as practical, at a service of ordination. Upon ordination, candidates shall be considered deacons for life. The Church shall strive to complete its annual election of Deacons by the end of October.

Section 5.03 Term. The term of office as an active deacon shall be three years or the balance of an unexpired term. Terms shall be staggered such that one-third of the active Diaconate members shall be selected each year. Upon completion of a three-year or unexpired term greater than one year, a deacon shall not be eligible to serve on the active Diaconate until the lapse of at least one year. In the event of a vacancy during a term, the current Deacon Nominating Committee shall be responsible for selecting a candidate to fill the unexpired term, subject to confirmation by the Church. A deacon who serves less than one year of an unexpired term will be eligible for selection to a full three-year term during the selection of deacons during the same year.

Section 5.04 Duties and Responsibilities: The duties of the Diaconate shall be to minister in concert with the Senior Pastor and other Ministers to the spiritual and religious needs of the Church and its members, and to oversee the spiritual welfare of all members of the Church and the discipline of the Church. Members of the Diaconate shall at all times consider themselves as servants of the Church.

Active Members of the Diaconate shall:

1. Together with the Senior Pastor, have administrative responsibilities for the Church;
2. Serve as an advisory council with the Senior Pastor and other Ministers in all matters pertaining to the welfare and works of the Church;
3. Consider and make recommendations to the Church in matters of importance pertaining to the work and progress of the Church;
4. Receive recommendations and reports from Church Committees on matters it deems significant to the overall welfare of the Church;
5. Support the Church through prayer, regular attendance, and tithing;
6. Participate in training activities and retreats designed to enhance the service of the Diaconate to the Church;
7. Seek to establish and maintain personal relations with all Church members assigned to the Deacon's care and ministry and to be especially attentive to the needs of these Church members;
8. Actively support and participate in the outreach ministries of the Church;
9. Under the supervision of the Senior Pastor, or the Senior Pastor's designee, provide and distribute the elements of the Lord's Supper;
10. Serve as a general pulpit ministry committee. In case of absence or inability of the Senior Pastor, in consultation with the Senior Pastor, the Diaconate shall provide for pulpit ministry. Should a vacancy occur in the Senior Pastor position, the Diaconate shall arrange for the selection of temporary pulpit ministers and an interim pastor;
11. Approve or amend all budgets of the Church; and
12. Serve as directors of the Church as required for corporate governance or legal purposes.

Section 5.05 Organization, Quorum and Procedures. The Diaconate shall arrange for regular meetings and may appoint subcommittees as are necessary, in its discretion, for the discharge of its duties. The Diaconate also may meet in special sessions at the request of the Chairperson of the Diaconate, the Senior Pastor, or one-third of the Active Members of the Diaconate. A majority of the total number of active deacons shall constitute a quorum for the transaction of business at any regular or special meeting of the Diaconate, and unless otherwise provided in these Bylaws, the affirmative vote of the active deacons present at any such time that a quorum exists shall constitute the act of the Diaconate.

The Diaconate shall appoint a subcommittee annually to nominate to the Diaconate a Chairperson, a Clerk, a deacon representative to the Child Development Center Board, and a deacon representative to the Finance and Stewardship Committee. Upon election by the Diaconate, the Chairperson may name two vice-chairpersons to serve during the Chairperson's term. The Chairperson and Clerk shall serve for one year, and the Chairperson shall not be eligible to succeed himself or herself. The deacon representatives to the Child Development Center Board and the Finance and Stewardship Committee shall serve for three years. For purposes of committee reports to the Diaconate, the deacon representative elected each year shall serve as the deacon liaison.

The Clerk shall be responsible to maintain and distribute to the Diaconate minutes of all meetings.

The Diaconate may apportion the Active Membership of the Church among all active deacons (excluding the chairperson) or otherwise provide for each Active Member of the Church to have the benefit of ministry from an assigned deacon. Deacons are to freely confer with the Senior Pastor or other Ministers about all matters and cases of discipline that, in the deacon's discretion and judgment, are more wisely and spiritually handled in private.

Section 5.06 Action of Diaconate Without a Meeting; Meetings by Conference Telephone. Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws:

1. The Diaconate may take actions required or permitted to be taken by any meeting of the Diaconate without a meeting where such a meeting is impractical, if attempt is made to contact all the active deacons concerning the matter and at least two-thirds of the active deacons consent to the action in writing (including electronic media) and the writing or writings are filed with the minutes of the Diaconate. However, action by written consent shall not be permissible to consider matters involving personnel issues, financial matters in excess of 5% of the Church's annual budget, the disposition of Church real property, or other significant matters to the life and wellbeing of the Church;
2. The Diaconate also may take actions required or permitted to be taken by any meeting of the Diaconate by telephone poll of all active deacons where it is impractical to call a meeting for the purpose of considering the action; except that a phone poll shall not be permissible to consider matters involving personnel issues, financial matters in excess of 5% of the Church's annual budget, the disposition of Church real property, or other significant matters to the life and wellbeing of the Church. The telephone poll shall be conducted by the Chairperson of the Diaconate or the Chairperson's designee, and the results of the telephone poll shall be filed with the minutes of the Diaconate. In order for any action to be taken by the Diaconate upon telephone poll, the Chairperson or the Chairperson's designee must have attempted to reach every active deacon by phone and must have received the affirmative vote of at least two-thirds of the active deacons; and
3. Any one or more active deacons may participate in a meeting of the Diaconate by means of conference phone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute being present in person at the meeting.

ARTICLE VI PROGRAM ORGANIZATION

Section 6.01 Program Organization Leadership.

Each Program Organization shall have a director or co-directors, or a steering council, that shall work closely in cooperation with the Minister assigned to oversee the Program Organization. The Program Organization directors or steering council are elected annually and may serve up to six consecutive terms. Each director or steering council is responsible for the contribution of the respective organization to the total program of the Church, and shall submit a written annual report to the Church, submit a proposed annual budget to the Finance and Stewardship Committee, be responsible for the disbursement of the budgeted money and serve on the Church Council. The tasks assigned to each Program Organization are as follows:

Section 6.02 Education Program. The Education Program shall be responsible for providing organized Bible study, other study opportunities, and discipleship development for all ages; leading in Church visitation and outreach efforts; and providing organization and leadership for special projects of the Church.

Section 6.03 McGill Missions Program. The Missions Program shall be responsible for providing mission opportunities for all ages, through education and study groups, children's programs, prayer, organized giving campaigns, and leadership for special mission projects of the Church.

Section 6.04 Music and Drama Program. The Music and Drama Program shall provide opportunities for the congregation to actively participate in worship through music and other means. The Program also shall provide and coordinate activities for music and worship groups, (including but not limited to choirs, handbell groups, instrument ensembles, and puppets or other drama teams), through which all ages and experience levels can study music and performing arts, and participate in worship services.

Section 6.05 Youth Program. The Youth Program shall be responsible for providing opportunities for youth of our Church and our community to grow in Christ. The program shall consist of regular youth meetings to discuss the Bible or other appropriate topics, opportunities to learn about and participate in missions, and gathering times for fun and fellowship with other youth.

Section 6.06 Children's Program. The Children's Program shall be responsible for providing age-appropriate educational, worship, social, and mission activities in coordination with other programs and committees of the Church, including the coordination of childcare for children from birth to youth, as appropriate.

Section 6.07 Senior Adult Program. The Senior Adult Program shall be responsible for coordinating educational, worship, fellowship and mission activities for our Senior Adults, in coordination with other programs and committees of the Church, including but not limited to the JOY Club, the Senior Adult Choir and Handbells Group.

ARTICLE VII CHURCH COUNCIL

Section 7.01 The Church Council is a planning and coordinating organization through which Church organizations, including many committees, coordinate their activities and ministries into one harmonious program of work. The Church Council assists the Church by coordinating Church activities, missions, and other projects to achieve maximum efficiency and to prevent the overlap in program plans and scheduling.

Section 7.02 The Church Council is composed of the Senior Pastor, other Ministers, the Chairperson of the Diaconate, the Recording Secretary, the Treasurer, the director or a representative of the steering council of each Church Program (as set forth in Article VI), and the Chairpersons of the Family Life, Finance and Stewardship, Hospitality, New Members, Publicity, and Visitation Committees and others at the request of the Church Council. The Senior Pastor shall serve as the Chairperson of the Church Council.

Section 7.03 The Church Council shall be responsible for:

1. Coordinating suggested program plans, policies and actions of Church officers, program organizations, and committees, and providing for adequate communication among these individuals and organizations;
2. Scheduling planned programs and maintaining the Church calendar; and
3. Nominating the Nominating Committee.

ARTICLE VIII CHURCH COMMITTEES

Section 8.01 Election of Church Committees. The Church shall elect standing church committees ("Church Committees") as task forces to carry out the various programs, operations, and ministries of the Church efficiently and effectively. The Church shall at all times have the following Church Committees: Buildings and Grounds; Deacon Nominating; Finance and Stewardship; Nominating; and Personnel. The Church shall have such other standing Church Committees as may be appropriate from time to time, as set forth in the Committee Manual. The Senior Pastor, or the Senior Pastor's designee, shall be an ex-officio member of all Church Committees and Ad Hoc Committees.

Section 8.02 Eligibility for Service. All elected committee members shall be Active Members of the Church. Members of Church Committees may serve successive terms, however, upon three (3) consecutive years service on a Church Committee, an individual shall not be eligible for election to the committee until the lapse of at least one year. The Nominating Committee shall annually present a slate of eligible candidates for Church Committees to the Church for election by majority vote at a Church Conference called for that purpose. In the event of a vacancy, the Nominating Committee may present a nominee to the Church for election to fill the unexpired term.

Section 8.03 Committee Responsibilities and Organization. The functions, responsibilities and organizations of Church Committees are presented in the Committee Manual.

Section 8.04 Ex-officio Membership. As Ex-officio members of Church Committees, the Senior Pastor or other Ministers shall participate fully in committee activities, but shall not have voting privileges.

Section 8.05 Action of Committees (Church or Ad Hoc) Without a Meeting; Meetings by Conference Telephone. Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws:

1. Church or Ad Hoc Committees may take actions required or permitted to be taken by any meeting of the committee without a meeting where such a meeting is impractical, if attempt is made to contact all the committee members concerning the matter and at least two-thirds of the members consent to the action in writing (including electronic media) and the writing or writings are filed with the minutes of the committee. However, action by written consent shall not be permissible to consider matters involving personnel issues, financial matters in excess of 5% of the Church's annual budget, the disposition of Church real property, or other significant matters to the life and wellbeing of the Church;
2. Church or Ad Hoc Committees also may take actions required or permitted to be taken by any meeting of the committee by telephone poll of all committee members where it is impractical to call a meeting for the purpose of considering the action; except that a phone poll shall not be permissible to consider matters involving personnel issues, financial matters in excess of 5% of the Church's annual budget, the disposition of Church real property, or other significant matters to the life and wellbeing of the Church. The telephone poll shall be conducted by the Chairperson of the committee or the Chairperson's designee, and the results of the telephone poll shall be filed with the minutes of the committee. In order for any action to be taken by the committee upon telephone poll, the Chairperson or the Chairperson's designee must have attempted to reach every committee member by phone and must have received the affirmative vote of at least two-thirds of the committee members; and
3. One or more committee members may participate in a committee meeting by means of conference phone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute being present in person at the meeting.

ARTICLE IX AD HOC COMMITTEES

From time to time, the Church will elect and authorize Ad Hoc Committees to investigate or address a specific issue or item of Church interest. Upon election and authorization, Ad Hoc Committees may serve for a maximum of twelve (12) months

unless reappointed by the Church. The Church in Conference shall approve the appointment of Ad Hoc Committee members and their functions. The Church also can recall the authority of any Ad Hoc Committee by majority vote in Church Conference. The Nominating Committee shall be responsible to present to the Church annually Ad Hoc Committees for reappointment. At the time of reappointment, the Church may make changes to the composition of Ad Hoc Committees.

ARTICLE X MEETINGS

Section 10.01 Worship, Discipleship and Fellowship Opportunities. The Church shall hold regular worship services, including services on Sunday and at such other times as may be determined by the Senior Pastor and other Ministers, in consultation with the Church Council. The Church also shall hold special worship services, as may be scheduled by the Senior Pastor and other Ministers. The format of worship services shall be the responsibility of the Senior Pastor with the assistance of other Ministers and other appropriate staff or committees. The Church also shall schedule regular opportunities for discipleship, training and fellowship.

Section 10.02 Congregational Meetings. The Church shall hold quarterly Congregational Meetings to: discuss pending business issues before the Church; hear reports from various church organizations; receive a membership report informing the Church of all new members who have joined since the last Congregational Meeting and informing the Church of any transfers of letter, withdrawals from membership, or deaths among Church members; and discuss any other matters essential to the spiritual welfare and prosperity of the Church. New business may be brought to the attention of the Church during a Congregational Meeting; however, no new business may be voted on by the membership until a Church Conference scheduled for that purpose. Any new business brought to the attention of the Church at such information meetings shall be referred to the Diaconate or the appropriate committee by the Moderator for study and recommendation prior to coming before the Church for a decision.

Normally, Congregational Meetings will be held on the first Sunday evening of the quarter. However, Congregational Meetings may be scheduled by the Senior Pastor or the Diaconate at such other times as may be deemed appropriate. Notice of Congregational Meetings shall be announced publicly at weekend services of the Church or in Church newsletters or other written or electronic communications at least seven (7) days prior to the Congregational Meeting.

The Senior Pastor or the Senior Pastor's designee shall serve as Moderator of Congregational Meetings.

Section 10.03 Church Conferences. The Church shall hold Church Conferences to conduct the business of the Church. Church Conferences shall be guided by Robert's Rules of Order. The order of business shall be established by the Moderator. All matters to be presented to the Church for a vote shall be presented to the Church in Conference. Church Conferences held for the purpose of voting upon issues before the congregation

shall be held during regular weekend worship services. Church Conferences for all other purposes, including discussion of pending issues before the congregation, may be scheduled at other times by the Senior Pastor or the Diaconate, provided notice of such Conferences shall be provided as set forth herein.

Except as otherwise provided in these Bylaws, notice of Church Conferences shall be announced publicly at weekend services of the Church or in Church newsletters or other written or electronic communications at least seven (7) days prior to the called Church Conference.

The Active Members present at a called Church Conference shall constitute a quorum.

The Senior Pastor or the Senior Pastor's designee(s) shall serve as Moderator of Church Conferences.

ARTICLE XI CHURCH POLICIES AND COMMITTEE MANUAL

Section 11.01 Committee Quorum. Unless otherwise provided in these Bylaws, a majority of the entire authorized number of voting members of each committee shall constitute a quorum for the transaction of business, and the vote of a majority of the voting members present at a meeting at the time of such vote (if a quorum is then present) shall constitute the act of such committee.

Section 11.02 Church Policies. Certain general operating procedures shall be written as Church policies. A Policy Manual containing a complete set of Church policies shall be maintained in the Church office. Church policies may be proposed by the Diaconate, or by Church officers or committees, after consultation with the Diaconate, for adoption by the Church. In the event of a question about the interpretation or administration of Church policies, the Diaconate shall be consulted.

Section 11.03 Committee Manual. The Church also shall maintain a Committee Manual setting forth the rules and procedures, if any, established for each standing and ad hoc committee of the Church (the "McGill Committee Manual"). The McGill Committee Manual may be altered, amended, or repealed by action of the Church Council, in consultation with the Diaconate. However, the Church Council cannot make any changes to the McGill Committee Manual that would place the Manual in conflict with or make it inconsistent with these Bylaws, the Church's Constitution, or its Articles of Incorporation. After consultation with the Diaconate, the Church Council shall report any alterations, amendments, or substantive changes to the McGill Committee Manual to the Church, for approval by the Church in Church Conference.

ARTICLE XII LIMITATION ON LIABILITY AND INDEMNIFICATION

Section 12.01 Limitations On Liability. Limitations on liability of the Church's officers, directors and members shall be as provided by the North Carolina Non-Profit Corporation Act.

Section 12.02 Indemnification. Each person (including a volunteer) who is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, or administrative, by reason of the fact that the individual is or was an officer or director of the Church, whether the basis of such proceeding is alleged action in an official capacity as an officer or director, or in any other capacity while serving as an officer or director, shall be indemnified and held harmless by the Church to the fullest extent authorized by the General Statutes of the State of North Carolina, against all expense, liability, and loss (including reasonable attorneys' fees, judgments, fines, excise taxes or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the person's heirs, executors, and administrators.

ARTICLE XIII ADOPTION AND AMENDMENTS

Section 13.01 Adoption. These Bylaws shall be considered adopted and in effect when approved by two-thirds of the Active Members present and voting at a Church Conference called for the purpose of their adoption, provided that the proposed Bylaws shall be made available to Active Members thirty days in advance of the Church Conference.

Section 13.02 Repeal. The adoption of these Bylaws shall effect a repeal of all previously adopted Bylaws or Constitutions, provided, however, that no actions taken by the Church prior to the effective date of these Bylaws shall be invalidated by the adoption of these Bylaws.

Section 13.03 Amendment. These Bylaws may be amended, repealed, or altered at any time by a two-thirds vote of the Active Members present and voting at a Church Conference called for the purpose of amending the Bylaws, provided, however, that notice shall have been given to Active Members thirty days in advance of the Church Conference.

Section 13.04 Availability. A copy of these Bylaws, together with any amendments or revisions hereto, shall be kept by the Recording Secretary at all times among the business records of the Church. Another copy of these Bylaws shall be kept in the Church office. The Recording Secretary shall make a copy of these Bylaws and any amendments or revisions hereto available to active Church members upon request.

Proposed 6/20/2004

Section 13.05 Review. The chairperson of the Diaconate shall appoint a committee at least every fourth year to review the Constitution, Bylaws, Committee Manual and Policies of the Church and present recommendations to the Church as needed.

ADOPTED THIS THE _____ DAY OF _____, 2004.