


BYLAWS OF THE CHURCH ON THE EASTERN SHORE

BYLAWS

BYLAWS of THE CHURCH ON THE EASTERN SHORE adopted April 29, 2001, an Alabama Nonprofit Corporation.

ARTICLE I

Name and Principal Office

 The name of the Corporation is THE CHURCH ON THE EASTERN SHORE. This Corporation will be further referred to in the Bylaws as the "Church". The Church maintains its principal office at 23800 Hwy 98 N, Fairhope AL 36532. The Elders of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Church Clerk on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II

Purpose Statement of the Church

The Church on the Eastern Shore lives:

to reach lost people with the gospel,
to unite them with other believers,
and to help them grow in their faith,
discover their gifts and ministries,
and learn to honor God with their lives.

1. **EVANGELISM** - "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).
2. **FELLOWSHIP** - "To encourage, support and pray for each other as members of the family of God. To share our lives together." (1 John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7 John 13:34-35).
3. **DISCIPLESHIP/EDUCATION** - "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, 2 Timothy 2:2).
4. **MINISTRY/SERVICE** - "To serve unselfishly, in Jesus' name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world." (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13).

5. WORSHIP - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24).

This Church seeks to benefit the people of Baldwin County's Eastern Shore by providing opportunities for spiritual, physical, intellectual, and social development. (Luke 2:52).

ARTICLE III

Statement of Faith

We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. This Church accepts "The Baptist Faith and Message", a 1963 affirmation of basic Christian beliefs, as a general statement of our faith.

ARTICLE IV

Affiliation

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with the Southern Baptist Convention in its national, state and local expressions.

ARTICLE V

Membership

SECTION 1. General: Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

SECTION 2. Qualifications for Membership:

- (1) A personal commitment of faith in Jesus Christ for salvation.
- (2) Baptism by immersion as a testimony of salvation.
- (3) Completion of the Church's 101 membership class.
- (4) A signed commitment to abide by the membership covenant.

SECTION 3. Responsibilities of Membership: The responsibilities of membership are described in the membership covenant.

SECTION 4. Voting Rights of Membership: Every Active Member shall have the right to vote on the following matters:

- (1) The annual ministry financial plan of the Church;
- (2) The annual election of the Trustees;
- (3) The disposition of all or substantially all of the assets of the Church;
- (4) The merger or dissolution of the Church;
- (5) The lease, acquisition or sale of real property and related indebtedness;
- (6) Amendments to the Articles of Incorporation or Bylaws of the Church;

- (7) The call of any full-time ministerial staff member;
- (8) The call or removal of the Senior Pastor.

* Each member 16 years old and older is entitled to one vote. Voting by proxy is prohibited.

SECTION 5. Termination of Membership: Members shall be removed from the Church roll by the Elders for the following reasons:

- (1) Death;
- (2) Transfer of membership to another church;
- (3) By personal request of the member;
- (4) Dismissal by the Elders according to the following conditions:
 - A. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
 - B. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

SECTION 6. Restoration of Members: Members dismissed by the Elders shall be restored by the Elders according to the spirit of 2 Corinthians 2:7-8, when their lifestyles are judged to be in accordance with the membership covenant.

ARTICLE VI

Membership Meetings

SECTION 1. Place: Meetings of the members shall be held at a building on the Church property or at such other place or places as designated from time to time by the Elders.

SECTION 2. General Meetings: A general meeting of the members shall be held in October of each year at such time as determined by the Elders. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual ministry financial plan and to elect the Trustees. Subject to Section 4 of this Article, any other proper business may be conducted at this meeting.

SECTION 3. Special Meetings: Special Meetings may be called at any time by the Elders or the Senior Pastor for any purpose by giving notice to the members in accordance with Section 4 of the Article.

SECTION 4. Notice Requirements for Membership Meetings:

- (1) **General Requirements -** Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:
 - A. Distribution of written material to the congregation in attendance at a regular weekend service;
 - B. Announcement of the meeting in the Church newsletter;
 - C. Delivery by United States mail to each member identified on the membership roll.

- (2) **Notice of Certain Agenda Items** - The general nature of any proposal must be included in the aforementioned notice requirements (of Section 4, paragraph 1) in order to be discussed or acted upon. Any previously unannounced business will be deemed out of order unless authorized by unanimous vote of all members present. The only items voted upon in any regular or special called business meeting will be those listed in Article V, Section 4.

SECTION 5. Quorum: Those members present and voting at a meeting duly noticed and called shall constitute quorum of the membership for the transaction of business.

ARTICLE VII

Trustees

SECTION 1. Number and Term: The Elders shall, from time to time, designate the authorized number of Trustees of the Church. This number shall not be less than three (3) nor greater than five (5). The Trustees shall be elected to serve a term of one year by the members at the annual membership meeting based upon the recommendation by the Elders. Trustees may serve consecutive terms. A person may not serve as both a Trustee and an Elder at the same time. A Trustee may only be removed by a two-thirds (2/3) vote of the Elders.

SECTION 2. Powers: The Trustees shall have the following powers and duties:

- (1) To provide financial counsel to the Elders and the Church. Such counsel shall be provided at the discretion of the Elders;
- (2) To determine the compensation of the licensed and/or ordained pastors of the Church and any other employees of the Church;
- (3) To borrow money and incur indebtedness on behalf of the Church at the Church's discretion, and cause to be executed and delivered for the Church's purposes and in the Church's name, leases, promissory notes, and other evidences of debt and securities;
- (4) Adopt, make and use a corporate seal and alter the form of the seal; and
- (5) To conduct such other duties and activities as the Senior Pastor or elders may designate from time to time.

ARTICLE VIII

Elders

SECTION 1. Number and Term: The authorized number of Elders shall be, until changed by amendment of the Articles of Incorporation or by a Bylaw duly adopted by the members, such number as may from time to time be authorized by resolution of the Elders, provided that such number shall not be less than three (3), nor more than fifteen (15). The Elders shall consist of the Senior Pastor and other chosen men of the Church who meet the qualifications of Titus 1:6 and I Peter 5:1-3. The length of any Elder's term in office will vary according to the leadership of the Holy Spirit as expressed through the wishes of that Elder or of the Elder body. An Elder other than the Senior Pastor, may be removed from office by a two-thirds (2/3) vote of the remaining Elders.

SECTION 2. Powers:

- (1) **General Corporate Powers** - Subject to the provisions and limitations of the laws of the State of Alabama and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Elders.
- (2) **Specific Powers** - Without prejudice to the general powers set forth above, and subject to same limitations, the Elders shall have the power to:
 - A. Select and remove all agents and non-ministerial employees of the Church; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and
 - B. Recommend for approval by the church the call of any full-time ministerial staff member other than the pastor; remove any ministerial staff member except for the Senior Pastor; and
 - C. Change the principal executive office or the principal business office of the Church in the State of Alabama from one location to another, and designate any place for the holding of any meeting or meetings of the Elders.

SECTION 3. Selection: The initial body of Elders shall be selected by the Senior Pastor. All future Elders will be set apart to serve by a two-thirds (2/3) vote of the existing Elder body.

ARTICLE IX**Meetings of the Elders**

SECTION 1. Place of Meetings: Regular or special meetings of the Elders may be held at any place that has been designated from time to time by resolution of the elders. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Elders may be held at any place consented to by all of the Elders. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Elders participating in the meeting can hear one another. All such Elders shall be deemed to be present in person at such meeting.

SECTION 2. Regular Meetings: Regular meetings of the Elders may be held without notice if the time and place of such meetings are fixed by resolution of the Elders.

SECTION 3. Special Meetings: Authority to call - Special meetings of the Elders may be called for any purpose and at any time by the Senior Pastor or any other Elder so long as the time and place is communicated beforehand to each Elder.

SECTION 4. Quorum: A majority of current Elders present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. However, any decision made

or action taken by the Elders present in that meeting must represent a majority vote of the entire Elder body. Any such action taken or decision made shall be considered an action of the total Elder body, subject to the provisions of laws of the State of Alabama.

SECTION 5. Waiver of Notice: The transactions of any meeting of the Elders, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Elders not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any elder who attends the meeting without protesting before or at its commencement about the lack of notice.

SECTION 6. Action Without Meeting: Any action required or permitted to be taken by the Elders may be taken without a meeting, if all of the Elders, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Such written consent or consents shall be filed with the minutes of the proceedings of the Elders.

ARTICLE X

Officers

SECTION 1. Officers: The officers of the Church shall be a Senior Pastor, an Administrative Pastor, and a Church Clerk. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. The Administrative Pastor shall serve as the Treasurer of the Church and shall act as moderator in the absence of the Senior Pastor. The Senior Pastor may not serve concurrently as the Administrative Pastor/Treasurer. The Church Clerk will maintain a written record of the proceedings of all regular and special called church business meetings.

SECTION 2. Election of Officers: The Senior Pastor of the Church shall be called by the members at a membership meeting. All other officers of the Church shall be chosen by the Elders and each shall serve at the pleasure of the Elders, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. Removal of Officers: The Senior Pastor may only be removed, with or without cause, by two-thirds (2/3) vote of the Elders and a two-thirds (2/3) vote of the church members present at any regular or special membership meeting. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by a two-thirds (2/3) vote of the Elders, at any regular or special meeting of the Elders.

SECTION 4. Vacancies in Office: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be

filled as they occur.

SECTION 5. Calling of a Senior Pastor: The Senior Pastor Search Team will consist of seven (7) members, three of whom will be selected by the Elders from among the Elder body. The remaining four (4) members will be selected by a nomination and vote of the church body at a regular or special called business meeting. These four members may or may not include additional Elders. This team will work together in seeking resumes, checking references, contacting, interviewing and presenting to the church for approval potential Senior Pastors. A Senior Pastor will be employed by a two-thirds (2/3) vote of those members present and voting at a duly called and held regular or special business meeting.

SECTION 6. Interim Service: During the duration of any Senior Pastor search process, the Elders shall be responsible for having the pulpit filled and for calling an interim pastor if deemed helpful or necessary.

ARTICLE XI

Board of Directors

SECTION 1. Members: The Board of Directors of the Church shall be the Senior Pastor, the Administrative Pastor, and the Trustees.

SECTION 2. Responsibilities: It is the responsibility of the Board of Directors to research, discuss, and propose recommendations to the church concerning all financial matters of the Church, including the annual ministry financial plan. The Board of Directors will work in conjunction with the Elders in developing an annual Ministry Financial Plan to present to the Church, with final decision-making responsibility falling to the Board of Directors as to the financial plan that is to be presented to the Church.

ARTICLE XII

Records and Reports

The Church shall maintain the following records and reports:

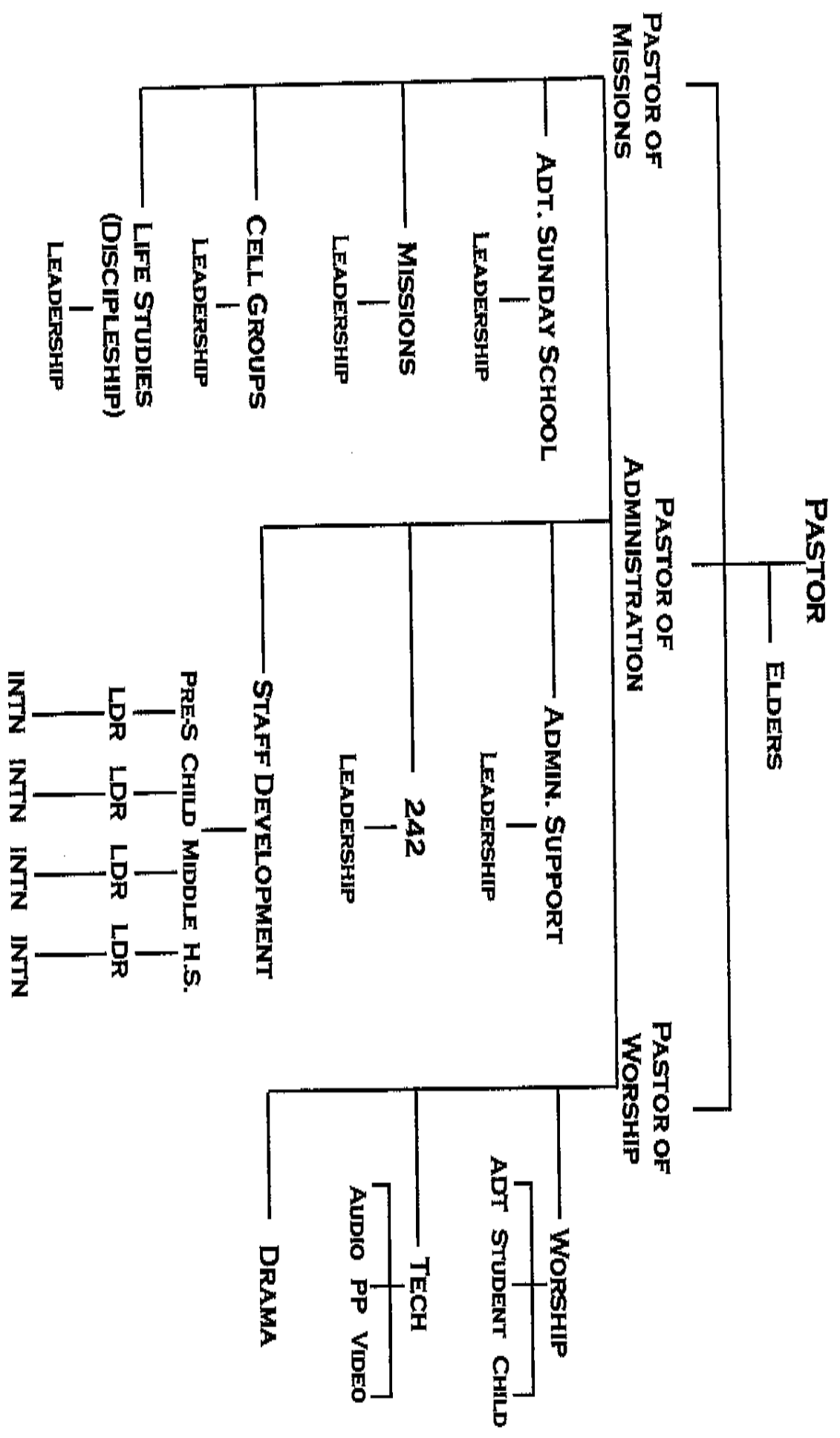
1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of it's members, Elders, Board of Directors, and Trustees; and
3. A record of the members of the Church, setting forth the members' names and addresses; and
4. Contribution statements for contributors.

All such records shall be kept at the Church's principal office.

ARTICLE XIII

Amendments to the Bylaws

These Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted by vote of two-thirds (2/3) of the members present at any special or regular membership meeting at which a quorum is present.



ARTICLES OF INCORPORATION
OF
THE CHURCH ON THE EASTERN SHORE, INC.
A Non-Profit Corporation

draft 9-12-00

State of Alabama, Baldwin County
I certify this instrument was filed
and taxes collected on:
2000 October -27 1:26PM
Instrument Number 568689 Pages
Recording 25.00 Mortgage
Deed Min Tax
Index DP 1.00
Archive 3.00
Adrian T. Johns, Judge of Probate

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Mark Price as incorporator of THE CHURCH ON THE EASTERN SHORE, INC., desiring to form a non-profit corporation to operate a church and all other purposes allowed under Alabama law, as hereinafter set forth, do hereby state the Articles of Incorporation of THE CHURCH ON THE EASTERN SHORE, INC. , pursuant to the provisions of the Alabama Non-Profit Corporation Act §10-3A-1, et seq., Code of Alabama, 1975, as amended.

ARTICLE I

The name of the corporation is THE CHURCH ON THE EASTERN SHORE, INC., a non-profit corporation.

ARTICLE II

The corporation shall be a non-profit corporation organized pursuant to the Alabama Nonprofit Corporation Act.

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate

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in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(6) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, and Treasury Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, and said Treasury Regulations as they now exist or as they may hereafter be amended.

(7) Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or in such manner, as required by Section 501(c) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE III

There is no limit to the duration of the corporation and its existence shall be perpetual.

ARTICLE IV

The purposes for which the corporation is organized are exclusively charitable and religious, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. For the purpose of supporting its work, the corporation shall operate a church, and such other activities as are incidental or conducive to the attainment of the above objects, and it shall have and exercise all such powers as are authorized by the Alabama Nonprofit Corporation Act.

ARTICLE V

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or in such manner, as required by Section 501(c) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE VI

The corporation shall issue no shares of stock.

ARTICLE VII

The address of the initial registered office of the corporation and the name of its initial registered agent at such address is: Mark Price, 8618 Brook Lane, Fairhope, Alabama 36532.

ARTICLE VIII

The business of the corporation shall be managed by the board of directors of the corporation. The number of directors constituting the initial board of directors shall be three (3) and the name and addresses of the persons who are to serve as the initial directors are as follows:

1. Mark Price
8618 Brook Lane
Fairhope, AL 36532
(334) 990-7496
2. Shawn Dean
410 Forester Avenue
Fairhope, AL 36532
(334) 928-5073
3. James Caple
20510 Lowry Drive
Fairhope, AL 36532
(334) 928-9453

ARTICLE IX

The name and address of the incorporator of this corporation is as follows:

Mark Price
8618 Brook Lane
Fairhope, AL 36532

ARTICLE X

The internal affairs of the corporation shall be governed by the by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal, on this 25th day of October, 2000.

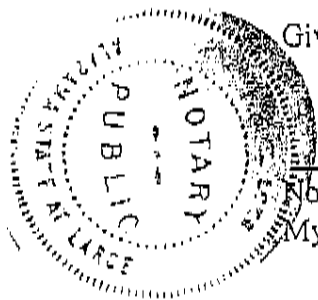
Mark Price
MARK PRICE

STATE OF ALABAMA

COUNTY OF BALDWIN

I, Ava N. Long, a Notary Public in and for said County in said State, certify that MARK PRICE, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and seal this the 25 day of October, 2000.



Ava N. Long
Notary Public, Baldwin County, Alabama
My Commission Expires: July 8, 2003

This s instrument prepared by:

SAMUEL N. CROSBY of

STONE, GRANADE & CROSBY, P.C.
Attorneys at Law
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Bay Minette, Alabama 36507
(334) 937-2417

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