

N9500000 2758

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

05 JUN 7 1995

RE: Reinstatement /Registration/Reincorporation

Method 2 has been selected as the filing for returning the corporation to an active status. Please find enclosed the following:

- a. Charter and amendments certified by the State of Fl-County of Orange (certification on back of document).
- b. Application for reinstatement and reincorporation completed
- c. Certificate of reincorporation and registered agent designations and acceptance completed.
- d. Check #019331 in the amount of \$315.00 enclosed to cover filing fee, designation of agent, certified copy, certificate of status, and annual reports for '93, '94, '95.

Registered Agent Signature,

Gordon Pledge
Gordon Pledge

500001512915
-06/14/95--01048--015
***315.00 ***315.00

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taken from check.*

\$ 70.00 CF
 \$ 61.25 Cart
 \$ 183.75 AR

 \$ 315.00

NANCY HENDRICKS JUN 13 1995

**CERTIFICATE OF REINCORPORATION
FOR**

Mt. Zion Missionary Baptist Institutional Church, Inc.

PURSUANT TO SECTION 617.0901, FLORIDA STATUTES, THIS CERTIFICATE OF REINCORPORATION WAS DULY AUTHORIZED BY A MEETING OF ITS MEMBERS REGULARLY CALLED OR BY A MEETING OF ITS BOARD OF DIRECTORS IF THERE ARE NO MEMBERS ENTITLED TO VOTE ON THE REINCORPORATION:

ARTICLE I - NAME

The name of the corporation shall be:

Mt. Zion Missionary Baptist Institutional Church, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

535 W. Washington Street
Orlando, Orange County, Florida

ARTICLE III - PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):
To maintain and operate a Missionary Baptist Institutional Church under a spiritual program consisting of preaching and teaching of the doctrine of Jesus Christ; to spiritualize the individual member in the home, the church, and the community; to support missions and education with a view towards sending the gospel throughout the world; to promote Christian Fellowship in the home, the community and the school.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Gordon Pledge
535 W. Washington Street
Orlando, Florida 32802

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:
All of the officers, except the Pastor shall be elected by the members of the Corporation, by a meeting to be held on the second Thursday night of January of each year or such other night as the members of the Corporation may determine. The Pastor shall be called by a majority vote of the members of the Corporation present and voting at a special meeting called for that purpose, the time, place and purpose having been announced two successive Sundays from the Pulpit.

ARTICLE VI LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

The Certificate of Reincorporation was executed this 31st day of
MAY, 19 45.

Gordon Pledge

Authorized signature

Gordon Pledge

Typed or printed name of signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: _____
_____ Mt. Zion Missionary Baptist Institutional Church, Inc. _____

2. The name and address of the registered agent and office is:
_____ Gordon Pledge _____
_____ (Name) _____
_____ 535 West Washington Street, _____
_____ (P.O. Box not acceptable) _____
_____ Orlando, Florida 32802 _____
_____ (City/State/Zip) _____

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

_____ Gordon Pledge _____
(Signature)

_____ 5/31/95 _____
(Date)

STATE OF FLORIDA - COUNTY OF ORANGE
I HEREBY CERTIFY that this is a copy of
the document as recorded in this office.

MARTHA O. HAYNIE, COUNTY COMPTROLLER

By: Keately S. Higgins, D.C.

DATED: May 11, 1995



JAN 18 1951

IN THE CIRCUIT COURT, NINTH JUDICIAL
CIRCUIT, IN AND FOR THE COUNTY OF
ORANGE, STATE OF FLORIDA

IN RE:

Incorporation of
MT. ZION MISSIONARY BAPTIST
INSTITUTIONAL CHURCH,

Come now J. V. WILLIAMS, W. L. GADSON, C. E. MOSELY,
JOHN W. BIRD, ARTHUR SINGLETON, SINO WILKIN, HORACE BECKWITH,
BOOKER T. HELMS, N. O. STAPERS and G. H. REBELL, and respectfully
submit to the Court the following proposed charter for approval,
to wit:

CHARTER OF MT. ZION MISSIONARY BAPTIST INSTITUTIONAL CHURCH

FIRST: The name of this corporation shall be, "MT. ZION
MISSIONARY BAPTIST INSTITUTIONAL CHURCH", and it shall be located
in Orlando, Orange County, Florida.

SECOND: The general nature of the object of the corporation
shall be to maintain and operate a Missionary Baptist Institutional
Church under a Spiritual Program consisting of preaching and
teaching of the doctrine of Jesus Christ, and with the "Aim" to
Spiritualize the individual member in the home, the church, and the
community; also to support missions and education with a view to
World Missions in sending the Gospel to the World; to promote
Christian Fellowship in the home, the community, and the school.
In carrying out such objectives, the corporation or church shall
have power to own, and improve church, parsonage, and other property
for its use, and to purchase other property, or sell, as the case
may be, for its benefit, but not for profit.

THIRD: The qualification of persons for membership shall
be the individual's faith and confession in Jesus Christ as the
Son of God, and Baptism by emersion and obedience to the Government
of the Corporation or Church. The manner of their admission shall
be by application of the individuals.

FOURTH: The existence of the corporation shall be for
ninety nine years.

FIFTH: The names and residences of the subscribers are:

J. V. Williams
W. L. Gadson
C. E. Mosely
John W. Bird
Arthur Singleton
Sino Wilson
Horace Beckwith
Booker T. Helms
N. G. Staggers
G. R. Rigell

SIXTH: The affairs of the corporation shall be managed by the following officers:

A. A Board of Deacons, as the members may determine from time to time, elected from the membership, as hereinafter provided, the Pastor being ex officio a Deacon with power to vote. The Deacons shall act as a Board and shall have full charge, power and supervision over the affairs of the corporation, except such powers as are hereinafter specifically given to the Trustees. The Board of Deacons may delegate such activities as they deem proper to such committees, boards or departments as may be created by the Church. The members of the Corporation shall elect a Chairman of the Deacon Board from the Deacons elected by the Corporation.

B. A Board of nine Trustees, elected from the membership, by a majority thereof, as hereinafter provided, the Pastor being ex officio a Trustee with power to vote. The Trustees shall act as a Board, and shall have charge of the property of the Corporation. All property shall be taken and vested in the name of the Corporation, however. The members of the Corporation shall elect the Chairman of the Trustee Board from the Trustees elected by the Corporation.

C. A Pastor, called as hereinafter provided, who shall be ex officio a Deacon and Trustee and Moderator at all church meetings, in addition to such duties as may be delegated to him by by-laws, resolutions, or other acts of the corporation.

D. A General Secretary, elected from the membership, as

hereinafter provided, who shall be custodian of all Corporate Records, and the Corporate Seal, verify all instruments executed on behalf of the Church, keep a record of all Church proceedings and accounts, and shall perform such other duties as may be delegated by by-laws, resolutions, or other acts of the Corporation.

B. A Church Treasurer, elected as hereinafter provided, who shall preserve the funds of the corporation, and shall perform such other duties as may be delegated by by-laws, resolutions, or other acts of the Corporation.

F. Such other Officers, Boards, and Committees as the membership of the corporation may from time to time see fit to authorize by by-laws duly enacted.

SEVENTH: A. All of the officers, except the Pastor, shall be elected by the members of the Corporation, at a meeting to be held on the second Thursday night of January of each year or such other night as the members of the Corporation may determine, and shall serve until the next such election, and may succeed themselves. Vacancies occurring shall be filled by an election held by the membership of the corporation, after the time and place of such election has been first publicly announced to the members of the Corporation, two consecutive Sundays, from the Pulpit.

B. The Pastor shall be called by a majority vote of the members of the Corporation present and voting at a special meeting called for that purpose, the time, place and purpose having first been announced two successive Sundays from the Pulpit. Such Pastor shall remain as Pastor so long as the Pastor and the Corporation are agreed. However, neither the Pastor, nor the Corporation, shall dissolve the relationship until after three months notice in writing to the other, unless otherwise agreed upon.

EIGHTH: The names of the officers who are to manage all the affairs until the first election under the Charter shall be:

J. V. Williams	-	President-Chairman	SECRETARY
W. L. Gadsen	-	Secretary	
C. E. Mosely	-	Treasurer	
C. R. Rigell	-	Chairman Board of Deacons	
N. G. Stagers	-	Pastor	

NINTH: The Corporation may adopt a system of rules and by-laws, which may be approved, changed, altered, modified, ratified, or annulled at any time, by a two-thirds vote of the members present and voting at any regular meeting of the members, or at any special meeting called for the purpose. Notice of any such special meeting and the purpose thereof shall be given by public announcement.

TENTH: All contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts, and all other instruments of indebtedness or conveyances of the Corporation shall be made and executed in the name of the Corporation by the Pastor or Chairman of Board of Trustees and Secretary or Treasurer. The by-laws may provide for assistants to each of the said officers, which assistants may act in the absence of said officers, respectively, but only in case of emergency.

ELEVENTH: The highest amount of indebtedness or liability to which the Corporation shall at any time subject itself shall be One Hundred Thousand (\$100,000.00) Dollars, but shall never be greater than two-thirds of the value of the property of said Corporation.

TWELFTH: The Corporation shall be entitled to hold real estate of a value not exceeding Two Hundred Thousand (\$200,000.00) Dollars, subject, always, to the approval of the Circuit Judge.

THIRTEENTH: The By-laws of this Corporation shall be made, altered or rescinded by the Board of Trustees.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto affixed their hands and seals, and respectfully pray that the Court will consider and approve this Charter, and endorse its approval hereon.

Dated at Orlando, Florida, this _____ day of _____, 1953.

Boots J. Helms (SEAL)
Calvin Rigell (SEAL)
John W. Byrd (SEAL)
David C. Blount (SEAL)
Harold B. Stewart (SEAL)
Arthur J. Smith (SEAL)
R. G. Stagers (SEAL)
W. H. Perkins (SEAL)
W. L. Dodson (SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments of deeds, personally appeared J. V. WILLIAMS, to me well known to be one of the subscribers who signed the above and foregoing Charter, and he acknowledged that he executed the same under due authority granted him, freely and voluntarily, for the uses and purposes therein set forth.

WITH MY hand and official seal at Orlando, Florida, this 27th day of March, 1953.

[Signature]

The above named J. V. WILLIAMS, after being first duly sworn, upon oath says:

That the above Charter is intended in good faith to carry out the purposes and objects set forth therein.

J. V. Williams

Sworn to and subscribed before me this 27th day of March, 1953.

[Signature]

FILED IN THE OFFICE OF THE CLERK OF THE
CIRCUIT COURT OF ORANGE COUNTY, FLORIDA ON
JAN 18 1954 AT 2:45 O'CLOCK P.
AND RECORDED IN INCORPORATION & LIMITED PARTNERSHIP
BOOK NO. 12 PAGE 263...267
AND RECORD VERIFIED

Arthur W. Newell
CLERK

Upon consideration it is noted that the foregoing Charter be and the same is hereby approved.

July 28, 1953.

Kerry Dutton
Circuit Judge

N95000002758

LAW OFFICES
SAM E. MURRELL & SONS
ONE NORTH ROSALIND
POST OFFICE BOX 1748
ORLANDO, FLORIDA 32802

SAM E. MURRELL (1902-1995)
ROBERT G. MURRELL

AREA CODE 407
TELEPHONE 843 8500
FAX 843 8504

July 28, 1995

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Document Number -
N95000002758
Mt. Zion Missionary Baptist

To Whom It May Concern:

Please find enclosed the completed Articles of Amendment Form issued by your office, a copy of the Articles and Bylaws of the Mt. Zion Missionary Baptist Institutional Church as amended July 24, 1995, and a check in the amount of \$87.50. This amount reflects the \$35.00 filing fee for Amended Articles, as well as the \$52.50 fee for the return of a certified copy. The certified copy should be mailed to the letterhead address and made to my attention.

Thank you for your assistance.

Sincerely,



Kevin J. Morris

KM/sk
Enclosures

FILED
95 AUG -1 11 03 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
for Mt. Zion Missionary Baptist
Church
2/1/96



ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
95 AUG - 1 11 03 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The entire Articles of Incorporation document
has been amended and adopted.
See Attached.

SECOND: The date of adoption of the amendment(s) was: July 24, 1995

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Mt. Zion Missionary Baptist Institutional Church, INC.
Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Oswald B. Bethel

Typed or printed name

Oswald B. Bethel

Chairman of Trustee Board

Title Date

7-28-95

**THE ARTICLES AND BYLAWS
OF THE
MT. ZION MISSIONARY BAPTIST INSTITUTIONAL CHURCH, INC.
ORLANDO, FLORIDA**

**FILE NUMBER 364839, ORIGINAL CHARTER RECORDED JANUARY 18, 1954,
IN BOOK 12, PAGE 263-7 OF THE CIRCUIT COURT,
NINTH JUDICIAL DISTRICT IN AND FOR THE COUNTY OF ORANGE**

**(AS AMENDED JULY 24, 1995,
BY THE CORPORATION MEMBERSHIP)**

ARTICLE I - CORPORATE NAME AND DURATION

A. NAME

The name of this corporation shall be MT. ZION MISSIONARY BAPTIST INSTITUTIONAL CHURCH, INC. and it shall be located in Orlando, Orange County, Florida. The principal place of business is 535 W. Washington St., Orlando, FL 32802.

B. DURATION

The existence of the corporation shall be for ninety-nine years.

ARTICLE II - PURPOSE

A. GENERAL NATURE

The general nature of the object of the corporation shall be to maintain and operate a Missionary Baptist Institutional Church under a spiritual program consisting of preaching and teaching of the doctrine of Jesus Christ, with the "aim" to spiritualize the individual member in the home, church and community; also to support mission and education with a view towards missions seeding the "gospel to the world"; to promote Christian Fellowship in the home, community and school. In carrying out such objectives, the church shall have the authority to own and/or maintain and improve church property, and to purchase and sell other property, for the benefit of the corporation, but not for the purposes of profit.

B. MISSIONS

The mission of this church program is to maintain and operate a Missionary Baptist Institutional Church with a spiritual program consisting of:

1. preaching the gospel and teaching the doctrines of Jesus Christ.
2. spiritualizing the individual member in the home, church and community.
3. supporting "missions" and "education" with a view towards sending the gospel throughout the world.
4. promoting Christian fellowship in the home, community and school.
5. participating in Civic and Community affairs for the benefit and development of humanity.
6. an Institutional Church that will provide worthy programs in cooperation with agencies beyond the sum of its services and organizations.

C. OBSERVANCE OF CHURCH ORDINANCES

1. Baptism means baptism by immersion and is required for membership.
2. The Lord's Supper as a memorial is of spiritual significance to the individual member. As Jesus gave the broken bread to his disciples, he said, "Take, eat, this is my body." Likewise, as he gave them the cup, he said, "This is my blood of the New Testament, which is shed for many for the remission of sin." (Matt. 26:26-28).
3. It is clearly seen that the Lord's Supper is a church ordinance for church members, and therefore should be observed in the church. However, provisions will be made for communing shut-ins upon their request. Thus, because of its spiritual significance, members should not be absent or fail to take said communion for three consecutive times, without reasonable cause by reason of being providentially hindered from participation.

ARTICLE III - CHURCH MEMBERSHIP

A. Candidacy

A person shall be received as a member of the church of the same faith, by Christian experience as a member of another Baptist church of the same faith, a candidate for baptism, or restoration. The right hand of fellowship will be extended to all such persons who have requested membership in the church. A New Member Orientation Class will be conducted during Nurture for Baptist Church Training and all new members shall be required to take this course. A person may offer himself for membership in this church and shall become a member of the church in any of the following ways:

1. By profession of faith in Jesus Christ as Savior and Lord, followed with baptism by immersion, and request for membership.
2. By Letter of Transfer from another church or Christian Experience - the Letter of Transfer can be delivered by the member who is seeking membership, mailed to the church from the candidate's previous church, or the church may request the Letter from the candidate's previous church.
3. By statement of previous membership in another church of like faith and order and upon reaffirmation of faith in and commitment to Jesus Christ as Savior and Lord when the Letter of Transfer is not obtainable.
4. Restoration to membership at a person's request and statement as to the reason for absence from the church.

B. Conduct Unbecoming to Members

1. Members of the church are expected to conduct themselves in a Christian-like manner, striving to pattern their lives after the likeness of Jesus Christ. (Matthew 3:17)
2. Any officer or member of the church accused of misconduct in connection with personal conduct or in the performance of church related duties may be disciplined according to the decision as determined by a majority vote of the church members.

3. It is not the policy of the church to withdraw the right hand of fellowship from a member for conduct unbecoming to a Christian, but such members shall be counseled by the pastor and/or members of the Board of Deacons. If the member acknowledges error and repents, the member shall be forgiven, but if not, the member may be called before the church body for discipline or exclusion. If said member fails to listen and accept counsel from the church body then the activities of the member shall be discontinued until repentance. (Matthew 18:15-20)
4. The church shall not make loans to, nor co-sign loans for, the benefit of the pastor, an officer, or any member of the church body.
5. Stewardship refers to time, talent, and money. If any member is inactive in a stewardship capacity for a period of three months, the member shall be notified by telephone or letter from the church, or by personal contact by a deacon. If said member remains inactive, the member shall lose their voting privileges.

C. Termination of Membership

Termination of membership shall be by in one of the following:

- a. Letter of transfer upon request of another Baptist Church of like faith and order.
- b. Death of the member.
- c. Erasure upon request or upon proof of membership in another church.

D. Tithes and Offering

The church advocates tithing as the basis for the financial support of the church. Jesus endorsed tithing (Matthew 23:23) as a means of obedience, thanksgiving, praise and honesty in the total experience of the Kingdom of God. The Bible gives additional evidence of tithing as a means of supporting the church by stewardship in Malachi 3:8-10. Provisions for giving have been made for those members who have not participated in tithing as a stewardship practice. The provisions are to be explained to all persons upon acceptance as members of the church, and members will be periodically reminded by announcements in meetings and training classes. The following budget is set for non-tithing members: Each member should consent or subscribe to contribute at least ten dollars (\$10.00) per week or five hundred and twenty dollars (\$520.00) annually, plus special gifts or contributions for special days i.e. (Men's, Women's, Youth, Scholarship, Foreign Mission, etc.)

ARTICLE IV - CHURCH STAFF AND OFFICERS

A. The Staff

1. Church Staff

The church staff shall consist of the pastor and such other staff positions as the membership of the church may designate.

2. Call of Pastor

Election of the pastor shall be by the church membership in a

meeting called for that singular purpose after at least two (2) weeks notice by publication and by announcement at two (2) regular Sunday morning worship services. Election shall be by secret written ballot requiring an affirmative vote of the majority present.

3. Resignation of Pastor

The pastor shall give a three month written notice of resignation, unless otherwise agreed upon, or terminated for cause by a majority vote of the membership present and voting at a duly called meeting.

4. Termination of Pastor

The termination of the pastor shall be by majority vote of the church members present at a meeting called for that singular purpose. Unless termination is based upon misconduct, the church shall compensate the pastor, or the estate in the event of death, an amount equal to ninety (90) days of the annual salary. In the event of termination for cause, the pastor shall not resume the pulpit, or perform pastoral duties or act as pastor unless specifically authorized by a majority vote of the membership.

B. Pastor

The pastor is responsible for leading the church corporation to function as a New Testament church, and will lead the congregation, the deacons, officers, organizations and all church staff to fulfill their responsibilities in the church.

The pastor shall lead the pastoral ministries in the church, with the assistance of the deacons and the church staff, to: (1) proclaim the Gospel to believers and unbelievers, and (2) provide pastoral care for the church's members and others, including visitation, and (3) lead the church in the accomplishment of its mission.

1. Pastoral Duties

a. The pastor shall be a born again believer of Jesus Christ and the Holy Bible, and shall strive to demonstrate these teachings by example. He shall be a full time pastor and shall be responsible for preaching and teaching the gospel of Jesus Christ to the membership, and to the saved and unsaved people of the world. He is to give general direction and guidance to the works of the membership, and to the saved and unsaved people of the world. He is to give general direction and guidance throughout the church (John 3:7 and II Timothy 4:2) and to provide pastoral care to the members.

b. The pastor shall maintain established office hours as determined during the initial contract upon call by the church; the office hour schedule shall be made available to the membership. The pastor is expected to manage a fitting and healthy personal life and household, which will permit the pastor time to counsel with those members of the church who desire or request such services, visit the sick and shut-in, comfort the bereaved, conduct funeral services for members of the church and their families if so requested and perform marriage ceremonies upon request when appropriate. The pastor is to represent the church corporation in civic and community affairs. (I Timothy 3:4-5)

- c. In the event the pastor is unable to perform the pulpit duties, the pastor shall be responsible for securing appropriate substitute pulpit ministry. Such pulpit supply and payment for same must be approved by the Board of Deacons. The pastor shall inform the Board of Deacons of the pastor's schedule and how to effect contact at all times.
- d. The pastor will have authorization to participate in worship services and other types of celebrations with other churches as long as it is not for the sole purpose of fund-raising and should be limited to evening services. The number of such activities with other churches will be monitored to insure it does not interfere with any of the regular services and programs of church corporation.
- e. Mt. Zion Missionary Baptist Institutional Church is expected to have at least one (1) revival per year. The pastor shall submit the evangelist and the cost for same to the Board of Deacons for final approval.
- f. The character and conduct of the pastor is of utmost importance and should be in keeping with the lifestyle portrayed by Jesus Christ. The following actions shall constitute cause for immediate resignation or termination of the pastor:
 - i. user or abuser of drugs or alcohol,
 - ii. involved in the sale of drugs or alcohol,
 - iii. child abuser or molester,
 - iv. homosexuality,
 - v. activity of prostitution fornication or adultery, or paternity of a child out of wedlock,
 - vi. theft or misuse of church funds,
 - vii. conviction of a felony or crime involving moral turpitude.

If any item from the preceding list is demonstrated and the pastor fails to submit a resignation and termination proceedings become necessary, the pastor shall be given the opportunity to answer any such charges and to present evidence or explain any actions, conduct or positions, and be represented by a person of his choosing, both before the Body of Deacons, and if the Board of Deacons recommends presentation of the charges to the church for discipline or exclusion of the pastor, also at the church meeting called for that singular purpose. An affirmative vote of a majority of the members present and voting in the church meeting called for that singular purpose shall be required to terminate the pastor. Following investigation, statement of accusations and charges with names of accuser and witnesses, and an opportunity to be heard or furnish an explanation or defense, the Board of Deacons shall begin any appropriate actions necessary to call a special meeting of the membership and present a recommendation to the church body for approval or disapproval of termination of the pastor by a majority vote of those members present and voting at such specially called meeting.

- g. The pastor shall be granted one full week of vacation at the completion of one full year on the job. The pastor shall receive two full weeks of vacation after two full years of service. The time (or times) selected for such vacation shall be approved in advance by the Board of

Deacons. Any additional periods of vacation will be recommended to the church from the Board of Deacons for approval or disapproval by the church membership. However, this provision is negotiable upon the "call" of any new pastor depending on circumstances.

- h. The church will celebrate the pastor's anniversary with one Sunday set apart for that purpose. A committee will be selected to make arrangements for this occasion. The pastor's birthday will be recognized by announcements and encouragement of individual expressions and thanks.
- i. The pastor will be paid a salary and given a housing allowance and will be expected to manage his own household. Other fringe benefits will be negotiated and stipulated in the initial call contract of the pastor.
- j. The pastor has the option of recommending employment of church staff and employees to the joint board of officers for approval and recommendation to the church for final approval. The same procedure shall be followed in resignations or termination of staff and employees.
- k. Any restructuring or creation of new organizations of the church must be by joint action of the pastor and Board of Deacons for recommendation to the church body for approval or disapproval.

2. Major Pastoral Responsibilities

- a. The pastor shall be a full time pastor, serving in the pulpit on Sunday morning and evening.
- b. The pastor shall carry out pastoral duties, such as preaching, visiting the sick and confined, officiating weddings, funerals and engaging in counseling work as requested.
- c. The pastor is expected to work closely with the Deacons on all matters of spiritual concern.
- d. The pastor should be actively involved in Christian Education and be responsible for instituting such programs.
- e. The pastor should be involved in and supportive of the work of all auxiliaries of the church.
- f. The pastor should be actively involved in the affairs and concerns of the community.
- g. The pastor should attend and be active in conventions and Associations.

C. Ministerial Staff

The Ministerial Staff shall be called and employed by the church upon recommendation of the Board of Deacons, Trustees and pastor; as they determine the need for such offices. Job descriptions for any new staff position should be drawn up accordingly. To provide assistance in their search, the pastor may appoint an ad hoc or liaison committee representative of that area of the church's ministry to assist and make recommendations to the Personnel Committee. At the time of resignation, at least thirty (30) days notice shall be given to the church by any staff member, unless

otherwise mutually agreed upon by the Personnel Committee, or unless discharged for cause. The church may vote to vacate such positions upon the recommendation of the Board of Deacons and Trustees.

D. Board of Deacons

The Board of Deacons, along with the pastor as an ex-officio Deacon with the power to vote, shall have full charge, power and supervision over the affairs of the church, except such powers as are hereinafter specifically given to the Trustees. The Board of Deacons may delegate such activities as they deem proper to such committees, boards or departments as may be created by the church. The members of the church shall elect a Chairman of the Deacon Board from the Deacons elected by the church.

In accordance with the meaning, the work and practice portrayed in the New Testament, Deacons are to be the spiritual leaders and servants of the church. Their task is to assist the pastor and staff in performing pastoral ministries, leading the church in the accomplishment of its mission, proclaiming the gospel. They shall make all necessary arrangements for pulpit supply or interim pastors during transition periods.

1. Qualifications

- a. Each Deacon shall meet all moral and spiritual qualifications set forth in the Holy Bible, Acts 6:3 and I Timothy 3:8-13, and other Scripture.
- b. Deacons must have been a member of this church for at least one (1) year immediately preceding the date on which they take office.

2. Responsibility

- a. The Deacons shall assume the role of spiritual leaders and servants of the church; undershepherd the pastor in the church worship services, family ministries, and in active involvement in visitation; review all recommendations requiring church action; and perform such other duties as the church may designate.
- b. The Board of Deacons shall be responsible to see after the overall welfare of the pastor, including salary. The Board will act in accordance with the agreement or contract made between pastor and the church corporation.

3. Membership

The Board of Deacons shall consist of a number of deacons adequate to administrate all affairs of the corporation. The Board will monitor the membership from time to time to insure that the welfare of members is not neglected.

4. Meetings

The Deacons shall hold monthly meetings on the second Thursday of each month. The chairman of the Board shall preside. In the absence of the chairman, the vice-chairman shall preside. In the event both the chairman and vice-chairman are absent, the secretary of the Board shall call the group to order and a deacon shall be temporarily appointed to preside over the meeting. This deacon shall be responsible to inform the chairman as to the business of the meeting.

It is the desire of the Board to have the pastor present at

all Deacon meetings; provided, however, if the pastor cannot be present, the Deacon meeting will proceed as scheduled, and the presiding Deacon will make a report to the pastor concerning the business of the meeting as soon as possible. In the event of the pastor's absence, the pastor shall make available to the Chairman, or one of the Deacons, any information the pastor wishes presented to the Board.

E. Church Officers

The officers of the church shall be the Deacons, General Secretary, Church Clerk, Trustees, Church Treasurer and a Parliamentarian, who, except for Deacons, shall be elected at the annual election of church officers. All who serve as officers of the church shall be members of the church.

1. General Secretary

The church shall elect from the membership a General Secretary who shall be custodian of all church records and the Corporate Seal, verify all instruments executed on behalf of the church, keep a record of all church proceedings and accounts, and shall perform such other duties as may be delegated in the By-laws, resolutions, or other acts of the church.

2. Church Clerk

The church shall elect annually a Church Clerk as its clerical officer. The Church Clerk shall be responsible for keeping a suitable record of all official actions of the church, except as otherwise herein provided. The Church Clerk shall be responsible for keeping a register of members' names, with dates of admission, exclusion, death, or erasure, together with a record of baptisms. All records are church property and shall be kept in the church office, and be made available for inspection by any church member upon reasonable request, with the exception of records of gifts or the financial contributions of members.

3. Church Treasurer

The Church Treasurer shall preserve and arrange the appropriate bank accounts for deposit, investment and safekeeping of monies, regulate and record the financial transactions of the church and file and maintain financial records and reports of the corporation, and shall perform such other financial and fiscal record keeping duties as may be delegated or required.

4. Trustees

a. Membership

The Board of Trustees shall consist of nine (9) members.

b. Responsibilities

The Board of Trustees, elected by a majority of the membership, along with the pastor as an ex-officio Trustee with the power to vote, shall act as a board, and shall have charge of the property of the church corporation. However, all property shall be taken and vested in the name of the church. The members of the church shall elect the members of the Trustee Board, and shall then elect the Chairman from the elected Trustees.

c. Meetings

The Board of Trustees shall hold regular quarterly meetings. Special meetings may be called at any time by the pastor, the Chairman, or two-thirds (2/3) of the Board of Trustees.

d. Chairman, Vice-Chairman, Secretary

The Board of Trustees shall annually recommend its own Chairman, Vice-Chairman, Secretary and/or Treasurer.

ARTICLE V - COMMITTEES

The regular committees of this church are the following: Pulpit Committee, Finance Committee, Budget Committee, Building Committee, Contact Committee, Recreation Committee, Guidance Committee, Social Committee for Fellowship Meetings, Worship Committee, and Daily Vacation Bible School Committee.

The church may create other regular committees as necessities dictate. The church may also create special "ad hoc" committees for specific objectives. Ad hoc committees will terminate upon the completion of the specific objective. All regular and ad hoc committees shall be created by the church at regular or specially called meetings.

Each committee may create such sub-committees as it deems necessary to accomplish the particular objective of that committee. The membership of each sub-committee shall include at least one (1) member of the parent committee.

Each regular committee shall submit budget requests to the Budget Committee for the purpose of preparing the church's annual budget. The Ministerial Staff along with the regular committee shall be responsible for implementing programs within the budget.

Each committee shall consist of an odd number of members and shall include as many members as are required to perform the committee functions. A quorum for conducting business for any committee shall be one-half (1/2) plus one (1) of the number of members of any said committee. Action shall be by a majority of members present and voting. No ex-officio member shall have any vote except to decide in the event of a tie vote. Each church committee shall meet at least quarterly, or more often as required, and make a report to the church at each quarterly business meeting.

- A. The Pulpit Committee shall not be a standing committee, but will be selected at the time that it is known that the pulpit is or will become vacant.
1. The size of the Pulpit Committee shall not exceed nine (9) members. It shall consist of at least two members from the Board of Deacons and two members from the Board of Trustees, and the remainder shall be church members at large. The chairman of the Board of Deacons shall serve as ex-officio chairman with power to vote in the event of a tie.
 2. The members of the Pulpit Committee shall be elected by the Board of Deacons, and recommended to the church membership for approval or disapproval. They should be selected primarily for their evidence of Christ-like living, spiritual depth, familiarity with the scriptures, understanding of the church, maturity and wisdom, love for their fellow members, and concern for evangelism of the unsaved.
 3. The Pulpit Committee shall elect the internal officers for the committee, as needed.

4. The Pulpit Committee shall have the following responsibilities:
 - a. Lead the search for a prospective pastor for the church, and investigate, interview and invite potential candidates.
 - b. Present to the church for consideration prospective candidates, not to exceed more than five.
 - c. Make the negotiations and settlement with the prospective pastor as to remuneration, salary, benefits and compensation; the chairman of the Board of Trustees shall preside at the final negotiations with the prospective pastor.
 - d. A special committee of officers and members will make the final negotiations and present them to the board of officers, to be presented to the general membership of the church for final approval.

- B. The Finance Committee is composed of the Chairman of the Trustee Board, Chairman of the Deacon Board, the pastor, the Secretary and/or Treasurer, the Secretary of the Trustee Board and other selected members. The committee's specific areas of responsibility shall include:
 1. Management of church finances as approved by the church in conference through its unified operating budget.
 2. Developing in church members an understanding of a commitment to the Biblical concepts of individual and corporate stewardship.
 3. A monthly financial written report to the church.

- C. The Budget Committee's specific areas of responsibility shall include:
 1. An annual budget preparation, with each auxiliary providing a proposed budget.
 2. Shall prepare the proposed annual budget and present it to the joint board of officers, for consideration at the annual church meeting. This presentation should take into consideration the previous year's contributions and disbursements. This presentation shall reflect an audit of church monies made during the month of October.

- D. The Recreation Committee shall provide recreation opportunities and facilities for the members of the church. The committee shall be responsible for activities that meet the social, recreational, and physical needs of all members and to lead people to Christ through activities and inter-personal relationships.

- E. The Guidance Committee is designed to work in the area of guidance counseling for parents and children in the church.

- F. The Social Committee for Fellowship Meetings shall sponsor and implement plans for church fellowship along with general social activities. Their tentative schedule of events shall be as follows:
 1. January - New Year's Morning Fellowship Breakfast
 2. Boy Scouts Blue and Gold Banquet
 3. Children's Easter Egg Hunt
 4. Others, i.e. Christmas, Halloween

The Social Committee may schedule additional activities at their discretion. The Social Committee shall also be responsible for the food service program.

- G. The Worship Committee shall be responsible to work closely with the ministers to provide meaningful worship. The committee's specific areas of responsibility shall include:

1. Coordination of regular and special Sunday worship services, Tuesday prayer services, revival services, and any other worship services conducted by the church.
2. Management of the church's policy and procedure for conducting weddings and funerals.
3. Providing ushers at all worship services.
4. Coordinating the sound and lighting in the sanctuary and fellowship hall.
5. Coordinating and approving the decorations for the worship services.
6. Coordinating an effective music ministry.

ARTICLE VI - CHURCH PROGRAMS AND CHURCH PROGRAM SUPPORT SERVICES

The church shall maintain various programs for implementing the mission of the church. Each church program shall be established by the church, at a regular or special church business meeting, and shall be charged with specific objectives for implementing programs to achieve those objectives. The officers for each church program will be elected annually by the church, after nomination by the Nominating Committee, and will regularly report the progress of programs to the church at quarterly meetings. Each church program will provide budget input to the Budget Committee.

A. Board of Christian Education

The Board of Christian Education shall be chaired by a Chairperson or Director of Christian Education provided by the church. The purpose of this board is to coordinate the educational work of the auxiliary life of the church in line with the educational program of the general church, to include the following:

1. The Sunday School shall be the basic organization for teaching the Bible. Its tasks shall be to: teach Biblical revelation, reach persons for Christ and church membership, provide and interpret information regarding the work of the church and the denomination.

The Sunday School shall be organized by departments and classes, as appropriate for all ages, and shall be under the direction of the Sunday School Director.

2. Nurture for Baptist Churches shall serve as the training unit of the church. Its tasks shall be to: train church members to perform the functions of the church, train church leaders, orient new church members, teach Christian theology, ethics and history, teach church polity and organization, provide and interpret information regarding the work of the church and the denomination.

Nurture for Baptist Churches shall be organized by departments and groups and shall be under the direction of the Church Training and Discipleship Director.

3. The General Missionary Society shall be the mission education, mission action, and mission support organization of the church for women and girls. Its tasks shall be to: teach missions, engage in mission action, support world mission through praying and giving.

The General Missionary Society shall be under the direction of the General Missionary Society Director.

4. The Brotherhood shall be the church auxiliary for missionary education, action, and support for men and boys. Its tasks shall be: to teach missions, engage in mission action, support world missions through praying and giving.

The Brotherhood shall be under the direction of the Brotherhood Director.

5. The Church Music Ministry shall be the music education, training, and worship ministry of the church. Its tasks shall be to provide: an effective music ministry, a graded choir program and inspirational music at all worship services.

The Minister of Music shall be responsible for the overall direction of the Church Music Ministry with the assistance of the Chairman of the Church Music Ministry.

6. Children's church
7. Boy Scouts
8. Youth Department
9. Girl Scouts
10. Sisterhood
11. Nurses Guild
12. Deaconess

ARTICLE VII - CHURCH COUNCIL (A proposal for future consideration)

The Church Council shall be responsible for coordinating and evaluating the various committees and programs of the church. The Council's specific areas of responsibility shall include:

- a. Development of a church calendar.
- b. Receiving reports from each church committee and program, both regular and ad hoc, regarding that particular group's activities, needs and new program plans.
- c. Receiving recommendations from church auxiliaries for consideration prior to same being presented to the church body.
- d. The arbitration of differences and conflicts between committees or programs, their policies and procedures, and, excepting action by the church in conference, the decision by the Church Council in these matters shall be binding.
- e. Making recommendations to the congregation on any matters deemed appropriate by the Council.
- f. Establishing short term objectives and long range goals for the church.

There shall be fourteen (14) voting members on the Church Council consisting of the four (4) chairmen from the Missions, Stewardship, Worship and Activities Committees, the two (2) chairmen from the Trustees and the Deacons; the directors of Sunday School, Church Training and Discipleship, Woman's Missionary Union, Brotherhood, Sisterhood, Library/Media Services and Public Relations Services, the chairman of the Music Ministry and one (1) Board of Christian Education Representative. The pastor shall act as Chairman of the Church Council and shall vote only in the event of a tie.

The Council shall annually elect a vice-chairman and secretary and establish other officers and sub-committees as deemed necessary.

Each minister, except the pastor, shall be a non-voting Church Council member.

The Church Council shall meet quarterly. Special meetings of the Church Council may be called by the pastor or any eight (8) members of the Church Council. Special meetings require at least a one (1) week notice, unless notice is waived by at least two-thirds (2/3) of the Council members. A minimum of fifty percent (50%) attendance is required for a quorum at any meeting of the Church Council.

ARTICLE VIII - MEETINGS

A. Annual Church Election

All of the officers, except the pastor, shall be elected by the members of the church, at a meeting to be held on the second Thursday night of January of each year or such other night as the members of the church may determine, and shall serve until the next such election, and may succeed themselves. Vacancies occurring shall be filled by an election held by the membership of the corporation, after the time and place of such election has been publicly announced from the pulpit on two consecutive Sundays to the members of the church.

B. Church Business Meetings

Changes or amendments to the Articles of Incorporation or By-laws, matters involving purchase, sale, acquisition or disposal of real property, capital improvements, adoption of a budget, election of deacons and officers, call or dismissal of a pastor and staff members, and such other matters as are recommended by the pastor, the church council, or active body of deacons, shall require consideration and action by vote of the membership in a church business meeting.

1. Church business meetings shall be held on the third Thursday night of each quarter for the purpose of transacting church business. Church business meetings may be rescheduled by the pastor and Board of Deacons to other dates during the quarter.
2. Special business meetings may be called for any time by the pastor, or the Chairman of the Deacon Board; provided, however, that notice of same is announced from the pulpit on two consecutive Sundays to the members of the church, with a statement of the purpose of said special meeting.
3. Church action shall be by vote of a majority of members present and voting, except as otherwise provided in the By-laws. Calling of the pastor shall require a vote of the majority of those present and voting. Any and all decisions made by the church will be by vote for or against the action proposed. In the event of a written or printed ballot, the votes cast will be "yes"/"yea" or "no"/"nay". If a member writes on the ballot that he abstains from voting, his abstention will be recorded for the sake of recording the number of voting participants.

4. Meetings: the following days are set aside for various meetings:
 - a. Second Wednesday each month - Trustees Meeting
 - b. Second Thursday each month - Deacons Meeting
 - c. Annual Days are as follows:
 - Foreign Missions Day
 - Men's Day
 - Educational Day - L. Claudia Allen Day
 - Pastor's Anniversary
 - Youth Day
 - Women's Day
 - Consecration/Installation/Fourth Sunday in January
 - Church's Anniversary
 - Black History Emphases
5. Quarterly Business Meeting

The Quarterly Business Meeting is to deliberate the general business of the church.

ARTICLE IX - ORDER OF BUSINESS

A. Rules of Order:

The majority ruling by Roberts Rules of Order shall prevail throughout the church and its auxiliaries. However, this shall not in any way be misunderstood to mean that Roberts Rules of Order supersedes Divine or Biblical authority.

ARTICLE X - FISCAL RESPONSIBILITY

A. Legal Bonds

All contracts, deeds, bonds, notes, negotiable instruments, trusts mortgages and all other instruments of indebtedness or conveyances of the corporation shall be made and executed in the name of the church corporation by the chairman of the Board of Deacons and the chairman of Board of Trustees and the secretary or treasurer.

B. Real Estate

The church corporation shall be entitled to hold real estate of a value not exceeding two million dollars (\$2,000,000.00), subject to the approval of the majority of the church.

C. Indebtedness/Liability

The highest amount of indebtedness or liability to which the church corporation shall at any time subject itself shall be one million dollars (\$1,000,000.00), but shall never be greater than two-thirds of the value of the property of the church corporation.

ARTICLE XI - AMENDMENTS

Proposed changes to the By-laws or the Articles of Incorporation may be made at any business meeting and require a majority vote of the members of the church, sitting in conference, provided each proposed amendment shall have been presented at a previous meeting. Any proposed amendment must be made available to any member requesting it at the meeting at which it is presented and at the meeting on which it is voted.