

AMENDED AND RESTATED
BYLAWS
OF
BRIDGE CHURCH OF NORTH CAROLINA, INC.



Amended and Restated
Bylaws of
BRIDGE CHURCH OF NORTH CAROLINA, INC.

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Amended and Restated
Bylaws of
BRIDGE CHURCH OF NORTH CAROLINA, INC.

ARTICLE I
PURPOSE

Section 1.1. General Purpose. The affairs and activities of BRIDGE CHURCH OF NORTH CAROLINA, INC. (“Church”) shall be carried out at all times for the purposes and according to the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable law and the provisions of the Internal Revenue Code of 1986, as amended, and the Regulations issued thereunder (“Code”) affecting nonprofit organizations as such are described in Section 501(c)(3) of the Code.

Section 1.2 Specific Purpose. The mission of the Church is to glorify God the Father, through His Son, Jesus Christ, by the enabling power of the Holy Spirit. The Church was specifically founded to spread the gospel of Jesus Christ through: (i) the faithful preaching of God's word, (ii) discipleship, (iii) mercy ministries, and (iv) through Christian fellowship. The Church follows the standards set forth in the Holy Scriptures of the Old and New Testaments.

ARTICLE II
ARTICLES OF FAITH

These Condensed Articles of Faith, attached as **Appendix A**, do not represent the final authoritative word on biblical doctrine or Christian theology. They reflect the basic tenets of historical, evangelical Christianity.

ARTICLE III
MEMBERSHIP

Section 3.1 Members. The Church shall have no voting members. Any action which would otherwise require approval by any number of members shall require only approval of the Board of Directors in accordance with the terms of these Bylaws. All rights which would otherwise vest in the members shall vest in the Board of Directors in accordance with the terms of these Bylaws, unless otherwise specifically delegated in these Bylaws or by the Board of Directors.

Section 3.2 Partnership.

- The hand of fellowship shall be extended to such persons who are in Christ having been justified by faith in Christ and baptized in obedience to Christ and shall voluntarily subscribe to the Articles of Faith. They shall support the Church through consistent financial support (tithes and offerings) and their consistent and active participation in the Church's ministries and meetings.
- The partnership/ownership of the Church shall consist of such persons as are in good standing.
- Partners/Owners who willfully absent themselves from regular services for a period of twelve (12) consecutive months without reason, or withhold their financial support for the same period of time, or whose lives are inconsistent in either conduct or doctrine with the Articles of Faith and the purposes of the Church, shall not be counted in the active partnership.
- Partners, hereinafter, shall be synonymous with the term "Owners" throughout these Bylaws. The term "Partnership" shall, hereinafter, be synonymous with the term "Ownership" throughout these Bylaws.

ARTICLE IV PASTORS

Section 4.1. Number and Qualification. The Church shall have one (1) or more pastors (collectively, "Pastors" and individually, "Pastor"). All other Pastors shall be called the Executive Pastor or Staff Pastor and shall be appointed as needed by the Senior Pastor. The Executive Pastor shall be responsible for guiding and directing the management and business affairs of the Church.

Section 4.2 Powers. The Responsibilities of the Senior Pastor and the Executive Pastor shall include, but not be limited to, the following:

- Senior Pastor shall provide spiritual leadership:
 - Taking an active role in winning the lost, building the Church and equipping the saints for the advancement of God's Kingdom, locally and throughout the world;

- Providing biblical vision and direction for the Church;
- Defining and communicating the Church's purpose and vision;
- Overseeing and coordinating the day-to-day ministry of the Church;
- Enlisting the Board of Directors for the oversight of the fiscal health of the Church, the Board of Elders for oversight of the spiritual health of the Church, and the staff including the Executive Pastor, Location Lead Pastors and other staff members as needed for the management of all activities, programs and day-to-day operations of the Church.
- Working with the other Directors and Elders and/or any other office or persons in whatever way the Senior Pastor determines is biblical to serve the spiritual needs of the Church;
- Determining the times, orders and leadership of services.
- Budget money, hire staff, develop projects, create small groups or other ministries according to his convictions and biblical understanding;
- Establish, maintain and be morally and ethically accountable to the Executive Council;
- Appoint Elders.

(b) The Executive Pastor shall provide administrative leadership by:

- Selecting Directors who will help oversee the business affairs of the Church, with the approval of the Senior Pastor;
- Overseeing and coordinating the day-to-day administration of the Church;
- Supervising the church staff, as he deems necessary, based upon the financial input of the Directors, to help administrate the affairs of the Church;
- Overseeing all matters managed by administrative staff of the church.

Section 4.3 Removal. The Senior Pastor may be removed only by a super-majority vote (3/4) of the independent members of the Executive Council, consisting of the Board of Directors and Elders, as further outlined in Article VII of these Bylaws. Upon the death, resignation, or removal of the Senior Pastor, successors shall be appointed by the Executive Council according to the procedures outlined in Article VII of these Bylaws. All other Pastors may be removed by the Senior Pastor.

Section 4.4 Transactions with the Church. No Pastor shall be disqualified, by reason of his office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise, nor shall any transaction or contract of the Church not otherwise prohibited by law be void or voidable on the ground that any Pastor or any company of which any Pastor is a member, or any corporation of which any Pastor is a shareholder or director, is in any way interested in the transaction or contract, provided that (i) the material facts of the transaction or contract and the Pastor's interest were disclosed or known to the Board or a committee of the Board prior to the transaction or contract and the Board or committee authorized, approved, or ratified the transaction or contract, without counting in the majority or quorum any Pastor so interested; and (ii) the transaction or contract was fair to the Church. No such Pastor shall be liable to account to the Church for any profits realized by him from or through any transaction or contract of the Church authorized, ratified, or approved by the Board on the ground that he or any firm of which he is a member or any corporation of which he is a shareholder or director was interested in the transaction or contract. Nothing in these Bylaws shall create any liability in the events above described or prevent the authorization, ratification, or approval of the transactions or contracts in any other manner provided by law.

A Pastor shall be precluded from voting on any matter in which he has a significant personal interest in the outcome.

Section 4.5 Performance by the Pastors. Each Pastor and each member of any committee designated by the Pastors shall, in the performance of such Pastor's duties, be fully protected in relying in good faith upon the records of the Church and upon such information, opinions, reports, or statements presented to the Church by any of the Church's officers or employees or committees of the Directors or Elders, or by any other person as to matters such member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Church.

Section 4.6 Compensation. Pastors shall receive such compensation for their services as Pastors as shall be determined from time to time as follows:

- A sub-set of the Board called the Financial Stewardship Team (“FST”) may, but is not required to be, called by the Board Chairman no more frequently than annually.
- By majority vote, the FST shall approve a recommendation of an amount of compensation, which shall then be submitted to the Board.
- The amount recommended by the FST must be approved by a Super Majority (3/4) vote of the Board.
- Any compensation plan must be approved in accordance with the Church’s Conflict of Interest Policy.
- The FST will review the IRS regulations regarding excess compensation and private inurement every five (5) years and seek professional advice, when warranted, to ensure compliance with IRS regulations concerning reasonable compensation.

Any Pastor may serve the Church in any other capacity as an officer, agent, employee, or otherwise and receive compensation therefore.

Section 4.7 Preservation of Tax-Free Status. No Pastor shall take any action that would result in the denial of application for or the revocation of the status of the Church as a charitable donee under Section 170(a) and 170(b) (1) (A) (vi) of the Code or as an organization exempt from federal taxation under Section 501(a) and 501(c) (3) of the Code.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Appointment. The Board of Directors ("Board") of the Church shall be the Senior Pastor and such other directors as appointed by the Executive Pastor and approved by the Senior Pastor. Directors shall:

- (a) Be Bridge Church Owners in good standing;
- (b) Attend weekend services and a small group regularly;

- (c) Demonstrate their financial commitment to the church through tithing and the giving of free-will offerings.
- (d) Be spiritually mature as revealed in personal humility, a cooperative spirit with team mates and other church leadership teams and prepared for the spiritual warfare associated with this level of authority and responsibility.
- (e) Exhibit a working knowledge of finance, construction, risk management and/or legal issues related to a non-profit organization.
- (d) Accept a one-year appointment by the Executive Pastor, in consultation with the Senior Pastor, with an automatic renewal when agreed upon by the Executive Pastor and member.

Section 5.2 Make up. The Board shall consist of a minimum of three (3) and a maximum of nine (9) Directors.

Section 5.3 Powers. The major financial affairs of the Church shall be managed by the Board, whose members shall have a fiduciary, not spiritual, obligation to the Church. The Board shall exercise all such powers and do all such lawful acts and things as are delegated and directed by these Bylaws and/or the Chairman, including, but not limited to, the following:

- The Directors shall provide counsel to the Executive Pastor regarding the financial affairs of the Church;
- The Directors shall oversee the provision of the physical facilities needed by the Church. They shall also coordinate any construction projects requiring a loan or the purchasing of property;
- Determination and implementation of salary amounts and structures for all staff of the Church and the Senior Pastor and Executive Pastor;
- Oversight of all divisions and entities affiliated and/or owned by the Church;
- Overall management of the fiscal and legal business and affairs of the Church;

Section 5.4 Meetings of the Board.

- Time and Place of Meetings. Meetings of the Directors shall be held at the time and place fixed by the Directors.
- Notice of Meetings. The secretary, or officer performing the secretary's duties, shall give not less than one (1) day's notice of all meetings of Directors, provided that a meeting may be held without notice immediately after the annual meeting, and notice need not be given of regular meetings held at such time as may be fixed by a resolution of the Board. Notice of Board meetings may be given in any manner authorized by law, including oral notice. Board meetings may be held at any time without notice if all Directors are present or if those not present waive notice in writing either before or after the meeting. Any or all of the Directors may participate in any meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting, and any such Directors shall be deemed present at the meeting for all purposes.
- Resolutions at Meetings. Major decisions resolved at any meeting may be noted in a written resolution signed by the Directors. All other decisions may be reflected in the minutes as having the requisite verbal approval.
- Action by Consent Without Meeting. Any action required or permitted to be taken by the Board or any committee may be taken without a meeting, if all members of the Board or the committee shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors or the committee.
- Quorum. At any duly called meeting of the Board, the presence of a majority of the Board shall constitute a quorum so long as the Chairman of the Board is present, but less than a quorum shall have power to adjourn the meeting from time to time. In an instance where the Chairman is incapacitated, disabled, or deceased, or in the event the Chairman is under discipline as further described in Article VII, the presence of a majority of the Board shall constitute a quorum.

- Voting. Unless otherwise stated in these Bylaws, all matters shall be decided by the vote of the majority of the Board, and such majority vote must include the affirmative vote of the Chairman of the Board.
- Deadlock. If a matter is submitted to the Board for a vote and the Chairman of the Board and the majority of the other Directors vote differently on the matter for more than six distinct votes, the Chairman or any individual Director may submit the matter to the Executive Council for a determination. Such determination shall be made by the Council in accordance with the provisions of Section 7.2(d).

Section 5.5 Removal. Any Director may be removed by the Executive Pastor with approval of the Senior Pastor. The Executive Pastor may not remove more than one director each year and no Director may be removed during a conflict as further defined in Article VII, except by a super-majority (3/4) vote of all the Directors. To the extent not prohibited by the Articles of Incorporation, the Chairman of the Board shall serve until he resigns or is removed by the Council for cause and in accordance with Article VII of these Bylaws.

Section 5.6 Transactions with the Church. A Director shall not be disqualified, by reason of his office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise, nor shall any transaction or contract of the Church not otherwise prohibited by law be void or voidable on the ground that any Director or any firm of which any Director is a member, or any corporation of which any Director is a shareholder or director, is in any way interested in the transaction or contract, provided that (i) the material facts of the transaction or contract and the Director's interest were disclosed or known to the Board or a committee of the Board prior to the transaction or contract and the Board or committee authorized, approved, or ratified the transaction or contract, without counting in the majority or quorum any Director so interested; and (ii) the transaction or contract was fair to the Church. No such Director shall be liable to account to the Church for any profits realized by him from or through any transaction or contract of the Church authorized, ratified, or approved by the Board or Directors on the ground that he or any firm of which he is a member or any corporation of which he is a shareholder or director was interested in the transaction or contract. Nothing in these Bylaws shall create any liability in the events above described or prevent the authorization, ratification, or approval of the transactions or contracts in any other manner provided by law.

The Director is precluded from voting on any matter in which he/she has a significant personal interest in the outcome.

Section 5.7 Performance by the Directors. Each Director and each member of any committee designated by the Directors shall, in the performance of such Director's duties, be fully protected in relying in good faith upon the records of the Church and upon such information, opinions, reports, or statements presented to the Church by any of the Church's officers or employee or committees of the Directors, Pastors or Elders, or by any other person as to matters such member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Church.

Section 5.8 Compensation. Directors may receive such compensation for their services as Directors as shall be determined from time to time by the Executive Pastor with approval of the Senior Pastor. Any compensation plan must be approved in accordance with the Church's Conflict of Interest Policy.

Any Director may serve the Church in any other capacity as an officer, agent, employee, or otherwise and receive compensation therefore.

Section 5.9 Preservation of Tax-Free Status. The Directors, collectively or individually, shall take no action that would result in the denial of application for or the revocation of the status of the Church as a charitable donee under Section 170(a) and 170(b) (1) (A) (vi) of the Code or as an organization exempt from federal taxation under Section 501(a) and 501(c) (3) of the Code.

Section 5.10 Annual Audit. The Board may obtain an annual audit performed by an independent public accounting firm. The Board shall submit the audit report to the Executive Council, hereinafter defined as the combined group consisting of the Senior Pastor, the Executive Pastor, the Board and the Elders.

ARTICLE VI ELDERS

Section 6.1 Appointment. A Board of Elders ("Elders") shall be appointed by the Senior Pastor. The Elders are to serve the church and the Board of Directors for the development of the spiritual life of the Church. The Elders and their spouses help create a positive spiritual climate within the Church. They are a God-ordained spiritual leadership body called to create and maintain stability and health within the Church. Elders shall:

- (a) Strive for the character traits defined in 1 Peter 5:1-4 and 1 Timothy 3:1-7;
- (b) Be a Bridge Church Owner in good standing;
- (c) Attend weekend services and a small group;
- (d) Demonstrate a financial commitment to the church through tithing and free-will offerings.
- (e) Be spiritually mature as revealed in personal humility, a cooperative spirit with fellow elders and other church leadership teams and prepared for the spiritual warfare associated with this level of authority and responsibility.
- (f) Accept a one-year appointment by the Senior Pastor with an automatic renewal when agreed upon by the Senior and the Elder.
- (g) The Senior Pastor shall serve as the Chairman of the Elders. One Elder shall be designated each year as the Vice-Chairman to lead Elder meetings at the Senior Pastor's request or as otherwise required by the by-laws. The Senior Pastor shall also designate a Secretary.

Section 6.2 Powers. As prescribed by the Board of Directors, the Elders shall oversee the spiritual affairs of the Church. The functions of the Elders include, but are not limited to:

- Pray regularly for the church and Senior Pastor;
- Receive and handle personal needs shared by the Senior Pastor prayerfully and confidentially;
- Be available to pray with and for church attendees as needed;
- Serve as a sounding board for the Senior Pastor regarding thoughts and ideas he is processing;
- Monitor the spiritual health of the church (be the eyes and ears on the ground) and share your insights with the Lead Pastor;
- Monitor the spiritual health of the Senior Pastor providing counsel and support where needed;

- Meet with the Senior Pastor regularly to maintain a healthy relationship between the various leadership teams at the location and central levels of the church.
- Contact the Board in the event of the death, incapacity, resignation, or possible misconduct of a Senior Pastor; and
- Such other responsibilities as are delegated by the Senior Pastor.

Section 6.3 Removal of Elders. Any Elder may at any time be removed with or without cause by the Senior Pastor. Vacancies caused by such removal may be filled by the Senior Pastor.

Section 6.4 Meetings of Elders.

- Time and Place of Meetings. Meetings of the Elders shall be held at the time and place fixed by the Senior Pastor, unless necessary pursuant to Section 15.8.
- Notice of Meetings. The secretary, or officer performing the secretary's duties, shall give not less than one (1) day's notice of all meetings of Elders, provided that a meeting may be held without notice immediately after the annual meeting, and notice need not be given of regular meetings held at such time as may be fixed by a resolution of the Elders. Notice of meetings of the Elders may be given in any manner authorized by law, including oral notice. Meetings of the Elders may be held at any time without notice if all Elders are present or if those not present waive notice in writing either before or after the meeting. Any or all of the Elders may participate in any meeting by any means of communication by which all Elders participating may simultaneously hear each other during the meeting, and any such Elder shall be deemed present at the meeting for all purposes.
- Resolutions at Meetings. Major decisions resolved at meetings shall be noted in a written resolution signed by all Elders. All other decisions shall be reflected in the minutes as having the requisite verbal approval.
- Quorum. At any duly called meeting of the Elders, the presence of a majority of the Elders shall constitute a quorum, but less than a quorum shall have power to adjourn the meeting from time to time. The act of

a majority of the Elders present at any meeting at which there is a quorum shall be the act of the Elders.

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

Section 6.5 Transactions with the Church. An Elder shall not be disqualified by reason of his office from dealing or contracting with the Church, either as vendor, purchaser, or otherwise, nor shall any transaction or contract of the Church not otherwise prohibited by law be void or voidable on the ground that any Elders or any firm of which any Elders is a member, or any corporation of which any Elders is a shareholder or director, is in any way interested in the transaction or contract, provided that (i) the material facts of the transaction or contract and the Elder's interest were disclosed or known to the Elders or a committee of the Elders prior to the transaction or contract and the Elders or committee authorized, approved, or ratified the transaction or contract, without counting in the majority or quorum any Elder so interested; (ii) the material facts of the transaction or contract and the Elder's interest were disclosed to the Board prior to the transaction or contract and the Board, approved, or ratified the transaction or contract; and (iii) the transaction or contract was fair to the Church. No such Elder shall be liable to account to the Church for any profits realized by him from or through any transaction or contract of the Church authorized, ratified, or approved by the Board on the ground that he or any firm of which he is a member or any corporation of which he is a shareholder or director was interested in the transaction or contract. Nothing in these Bylaws shall create any liability in the events above described or prevent the authorization, ratification, or approval of the transactions or contracts in any other manner provided by law.

Section 6.6 Compensation. Elders shall not be compensated for their services as Elders. Any Elder may serve the Church in any other capacity as an officer, agent, employee, or otherwise and receive compensation therefore. Any compensation plan must be approved in accordance with the Church's Conflict of Interest Policy.

Section 6.7 Performance by the Elders. Each Elder and each member of any committee designated by the Elders shall, in the performance of such Elder's duties,

be fully protected in relying in good faith upon the records of the Church and upon such information, opinions, reports, or statements presented to the Church by any of the Church's officers or employee or committees of the Elders, or by any other person as to matters such member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Church.

Section 6.8 Preservation of Tax-Free Status. The Board of Elders and the Elders individually shall take no action that would result in the denial of application for or the revocation of the status of the Church as a charitable donee under Section 170(a) and 170(b) (1) (A) (vi) of the Code or as an organization exempt from federal taxation under Section 501(a) and 501(c) (3) of the Code.

ARTICLE VII EXECUTIVE COUNCIL

Section 7.1 Composition. The Executive Council ("Council") shall consist of the combined group of all the current Board and all the current Elders. The Senior Pastor shall serve as the Chairman and the Executive Pastor shall serve as the Vice-Chairman.

Section 7.2 Powers. The Council shall have the authority to make a binding decision on the following matters:

- Upon the death, resignation, or incapacity for over thirty (30) days of a Senior Pastor, the Council shall, by two-thirds (2/3) majority vote, appoint the successor interim or permanent Senior Pastor. If a two-thirds (2/3) majority vote cannot be obtained within three months, appointment shall be made by the Executive Pastor. If the Executive Pastor is unavailable due to death, incapacitation or resignation, appointment shall be made by the Vice-Chairman of the Elders;
- If a material conflict arises between the Elders and/or Directors and the Senior Pastor regarding a significant moral, ethical, financial, doctrinal, or spiritual matter, such that the Elders, Directors or Senior Pastor reasonably believe that disciplinary action is warranted, the Council shall, by two-thirds (2/3) majority vote, render a final decision regarding such matter. If a two-thirds (2/3) majority vote cannot be obtained within thirty (30) days the final decision shall be rendered by the Chairman of the Council, or if the Chairman is unavailable or

disqualified due to death, incapacitation, resignation or for potential removal pursuant to Section 4.3, the final decision shall be rendered by the Vice-Chairman of the Elders;

- If a conflict arises between the Elders and/or Directors and the Senior Pastor regarding a significant moral, ethical, financial, doctrinal, or spiritual matter, such that a two-thirds (2/3) majority of the Executive Council reasonably believe that removal of the Senior Pastor is warranted, the Council shall render a final decision regarding such matter. Such decision to remove a Senior Pastor shall require a super-majority (3/4) vote of the entire Council, such vote not to include the spouse of the Senior Pastor.
- If a matter is submitted to the Council pursuant to the provisions of Section 5.4 (g), then the Council shall, by two-thirds (2/3) majority vote, render a final decision regarding such matter. If a two-thirds (2/3) majority vote cannot be obtained within three months the final decision shall be rendered by the Chairman of the Council, or if the Chairman is unavailable due to death, incapacitation, resignation or disqualification if under review for potential removal under Section 4.3, the final decision shall be rendered by the Vice-Chairman of the Council. If the Vice-Chairman is unavailable due to death, incapacitation, or resignation, the final decision shall be rendered by the Vice-Chairman of the Elders.
- Upon the vote of a two-thirds majority of the Board, which majority vote includes the affirmative vote of the Chairman of the Board, to dissolve the Church, the Council shall render a final decision regarding such matter.

Section 7.3 Senior Pastor as a Unit. A Senior Pastor and his/her spouse shall be treated as one unit, and any removal of a Senior Pastor shall be a removal of his/her spouse.

ARTICLE VIII COMMITTEES

Section 8.1 Committees. The Senior Pastor, the Board and/or the Elders, by resolution duly adopted, may establish such other standing or special committees,

as it may deem advisable; and the members, terms and authority of each committee shall be as set forth in the resolutions establishing the committee.

Section 8.2 Meetings.

- Time and Place of Meetings. Meetings of the committee shall be held at the time and place fixed by the establisher, the chairman of the committee, or by a majority vote if there is no chairman, unless otherwise restricted by the establisher.
- Notice of Meetings. The secretary, or officer performing the secretary's duties, shall give not less than one (1) day's notice of all meetings of the committee, provided that a meeting may be held without notice immediately after the annual meeting, and notice need not be given of regular meetings held at such time as may be fixed by a resolution of the committee. Notice of meetings may be given in any manner authorized by law, including oral notice. Meetings may be held at any time without notice if all committee members are present or if those not present waive notice in writing either before or after the meeting. Any or all of the committee members may participate in any meeting by any means of communication by which all committee members participating may simultaneously hear each other during the meeting, and any such committee member shall be deemed present at the meeting for all purposes.
- Resolutions at Meetings. Major decisions resolved at meetings shall be noted in a written resolution signed by the establisher. All other decisions shall be reflected in the minutes as having the requisite verbal approval.
- Quorum and Manner of Acting. A majority of the committee members serving at the time of any meeting of the committee shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those committee members present at a committee meeting at which a quorum is present shall constitute the act of the committee. All actions must have the prior approval of the establisher.

Section 8.3 Term of Office. Members of any such committee shall hold office until their successor is appointed, until removed by the unit which formed the committee or until the committee is dissolved by the unit which formed the committee.

Section 8.4 Resignation and Removal. Any member of a committee may resign at any time by giving written notice of his/her intention to do so to the president or the secretary of the Church, or may be removed, with or without cause, at any time by the Board.

ARTICLE IX OFFICERS

Section 9.1 Election and Appointment of Officers. The Senior Pastor shall serve as the President, Chairman and the Chief Executive Officer of the Church. The Executive Pastor shall serve as the Vice-President, Vice-Chairman and Chief Administrative Officer of the Church. The other officers of the Board shall be chosen by the Vice-President with the approval of the President. The Vice-President, at the annual meeting of the Board each year, shall select one secretary, and may select one treasurer, one or more vice presidents and such other officers as the President may, from time to time, deem proper. In addition, the President is authorized to appoint, from time to time, such officers as the President deems necessary or advisable.

The President shall, at the annual meeting of the Elders, select one to serve as Vice-Chairman of the Elders.

The same person may be elected to hold more than one office. The term of office of all officers shall be one year, or until their respective successors are chosen and qualified, but the President may remove any officer from office at any time with or without cause. Whenever any vacancy shall occur in any office appointed by the President by reason of death, resignation, increase in the number of officers of the Church, or otherwise, the President may fill the vacancy, and the officer so elected shall hold office until his successor is chosen by a 2/3 vote of the Executive Council (or as authorized in Section 8.2)

Section 9.2 Removal. All Officers of the Board may be removed by the Vice-President, with the approval of the President. No Board Officer may be removed during a conflict, except by a Super-Majority (3/4) vote of all the Board.

All officers may be removed by the Executive Pastor with the approval of the Senior Pastor. No officer may be removed during a conflict, except by a super-majority (3/4) vote of all Board members.

Section 9.3 Duties in General. The officers shall have such powers and duties as usually pertain to their offices, respectively, as well as such powers and duties as may from time to time be conferred by the President and these Bylaws.

Section 9.4 Duties of the President. The President shall be the chief executive officer of the Church and shall be primarily responsible for the implementation of policies of the Church. He shall be responsible for the general management and direction of the business and operations of the Church and any of its divisions. Except as otherwise provided in these Bylaws or in the resolutions establishing such committees, he shall be an ex officio member of all committees of the Board and/or Elders. The Executive Pastor shall preside at all corporate meetings. He may sign and execute in the name of the Church stock certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the President or these Bylaws to some other officer or agent of the Church or shall be required by law otherwise to be signed or executed.

Section 9.5 Duties of the Vice President(s). Each vice president, if any, shall have such powers and duties as may from time to time be assigned to him by the President. Any vice president may, when authorized by the President, sign and execute in the name of the Church deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution of such documents shall be expressly delegated by the President to some other officer or agent of the Church or shall be required by law or otherwise to be signed or executed.

Section 9.6 Duties of the Treasurer. The treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Church, and shall deposit all monies and securities of the Church in such banks and depositories as shall be designated by the President. In addition, the treasurer, in conjunction with the accountant(s) for the Church, if any, shall be responsible for (i) maintaining the books of the Church in accordance with generally accepted accounting principles; (ii) the preparation of appropriate operating budgets and financial statements; (iii) the preparation and filing of all tax returns required by law; and (iv) the performance of all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President. The treasurer may sign and execute in the name of the Church stock certificates, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the President or by these Bylaws to some other officer or agent of the Church or as otherwise required by law.

Section 9.7 Duties of the Secretary. The secretary shall act as secretary of all meetings of the Board and/or Council. When requested, he shall also act as secretary of the meetings of the committees of the Board and/or Council. He shall keep and preserve the minutes of all such meetings in permanent books. He shall see that all notices required to be given by the Church are duly given and served; shall have custody of the seal of the Church and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Church under its corporate seal is duly authorized in accordance with law or the provisions of these bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Church relating to its organization and management as a corporation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President.

ARTICLE X CONFLICT OF INTEREST POLICY

The Church shall maintain a Conflict of Interest Policy to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, Director, Senior Pastor, or Elder of the Church. The current Conflict of Interest Policy is attached hereto as **Attachment 1**.

ARTICLE XI INDEMNIFICATION AND ELIMINATION OF LIABILITY

Section 11.1 Definitions. In this Article:

“Agent” means any person who is or was a Director, Elder, officer, employee, or other agent of the Church, or who is or was serving at the request of the Church as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Pastor, Director, Trustee, Elder, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Church or of another enterprise at the request of that predecessor corporation.

"Church" means BRIDGE CHURCH OF NORTH CAROLINA, INC. and any domestic or foreign predecessor entity of the Church in a merger or other

transaction in which the predecessor's existence ceased upon the consummation of the transaction.

"Expenses" means reasonable expenses and includes but is not limited to attorney fees.

"Individual" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Official capacity" means: (i) when used with respect to the Senior Pastor, the office of Senior Pastor of the Church; (ii) when used with respect to a Director, the office of Director in the Church; (iii) when used with respect to an Elder, the office of Elder in the Church; (iv) when used with respect to an officer, the office in the Church held by him; or (v) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the Church. "Official capacity" does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 11.2 Indemnification of Agents. Except as provided in Section 11.3 of this Article, the Church shall indemnify every individual made a party to a proceeding because he is or was an agent of the Church against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the Church, that his conduct was in its best interests and, in all other cases, that his conduct was at least not opposed to its best interests (or in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose he believed to be in the interests of the participants of and beneficiaries of the plan); and (iii) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful.

Section 11.3 Indemnification Not Permitted. The Church shall not indemnify any agent (i) against his willful misconduct or a knowing violation of the criminal law; (ii) in connection with a proceeding by or in the right of the corporation in which the agent was adjudged liable to the Church; or (iii) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

Section 11.4 Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 12.2 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 11.5 Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 11.2 of this Article shall be made by the Church only as authorized in the specific case upon a determination (as provided for below) that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 11.2 of this Article and, with respect to a proceeding by or in the right of the Church in which such individual was adjudged liable to the Church, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the Board by a majority vote of a quorum consisting of the Directors not at the time parties to the proceeding; and (ii) such determination by the Directors shall be either approved or rejected by the Chairman, whose decision shall be final.

Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible.

Section 11.6 Advance for Expenses. The Church may pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnished the Church a written statement of his good faith belief that he has met the standard of conduct described in Section 11.2 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that

indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the Church in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the Church without reference to financial ability to make repayment.

Section 11.7 Provisions Not Exclusive. As authorized by the North Carolina Nonprofit Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a Church to indemnify agents set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Church may have under the North Carolina Nonprofit Corporation Act or other laws of the State of North Carolina.

ARTICLE XII CORPORATE RECORDS

Section 12.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Church shall keep as permanent records minutes of all meetings of its Senior Pastor, Elders and Board, of all actions taken by the Senior Pastor, Elders, and/or Board without a meeting, and all actions taken by a committee of the Board, Elders, and/or Senior Pastor in place of the Board, Elders, and/or Senior Pastor on behalf of the Church.

Section 12.2 Form of Records. The Church shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 12.3 Financial Statements. Upon receiving a written request, the Church shall furnish to a partner in good standing, within thirty (30) days, an opportunity to review a copy of the Church's financial statements for the most recent fiscal year that includes a balance sheet as of the end of the fiscal year, an income statement for that year. If the annual financial statements are reported upon by a public accountant, his report must accompany them. If the financial statements are not reported upon by a public accountant, the president or the person responsible for the Church's accounting records shall provide a statement of the basis of accounting and a description of any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. Such

opportunity to review shall be given at the principal office of the Church and scheduled with the current treasurer or other designated officer of the Church.

Section 12.4 Specific Records Which Church Must Keep. The Church shall keep a copy of the following records:

- The Church's articles or restated articles of incorporation and all amendments currently in effect;
- The Church's bylaws or restated bylaws and all amendments currently in effect;
- The Church's most recent annual report delivered to the State Corporation Commission;
- Any Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, filed by the Church with the Internal Revenue Service, if any;
- The Church's Conflict of Interest Policy;
- The minutes of all meetings of the Board and Elders, and records of all action taken by them without a meeting, for the past three (3) years;
- A list of the names and business addresses of the Church's current Directors and officers;
- The records of revenue and expenses, including payroll records, for the past four (4) years; and
- The records relating to the acquisition and disposition of real and personal property, including investments, for the past four (4) years.

ARTICLE XIII TERMINATION AND DISSOLUTION

Section 13.1 Dissolution. Dissolution of the Church shall be authorized if (i) the Board of Directors adopts a resolution to dissolve by a two-thirds majority vote which includes the affirmative vote of the Chairman and (ii) the resolution is ratified by the Council.

Section 13.2 Winding up. In the event the Church ceases to exist; or the Church ceases to use its church property in accordance with the faith and “THE MANUAL” of the International Pentecostal Holiness Church as determined by the North Carolina Conference of the Pentecostal Holiness Church, Inc.; or it becomes necessary to dissolve the Corporation, then in such event, the Board, together with such officers of the Corporation as are authorized to make conveyances, shall, after paying or making provisions for payment of all liabilities of the Church, convey and transfer the remaining assets of the Church to the North Carolina Conference of the Pentecostal Holiness Church, Inc., Falcon, North Carolina, or its successor, all in accordance with “THE MANUAL”; provided that said corporation qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or any corresponding provision of the U.S. Internal Revenue Law). In the event said corporation does not qualify, then upon dissolution, the Board of Directors shall dispose of the assets of the corporation to such organization operated for religious purposes that does qualify under the pertinent Internal Revenue Code. Any such assets not so disposed of shall be disposed of according to § 55A-14-31 of the North Carolina General Statutes.

ARTICLE XIV MISCELLANEOUS PROVISIONS

Section 14.1 Accounts. The Board shall have authority to designate by resolution the bank or banks which shall be depositories for the funds of the Church, to open and close accounts in those banks, to designate and terminate those persons authorized to sign on behalf of the Church checks, drafts, or other instruments against the accounts, and to take any other action required on behalf of the Church with respect to the accounts.

Section 14.2 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board from time to time may authorize. When the Board so authorizes, the signature of any such person may be a facsimile.

Section 14.3 Contracts. The Board may, by duly adopted resolution, authorize any Officer(s) or agent(s) of the Church, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Church. Such authority may be general or confined to specific instances.

Section 14.4 Gifts and Contributions. The Board of Directors may:

- (a) Accept, on behalf of the Church, any contribution, gift, bequest, or devise of any type of asset ("Donation"), for the charitable purposes of the Church, on such terms as the Board approve;
- (b) Hold such Donation in the name of the Church;
- (c) Collect and receive the income from the Donation;
- (d) Devote the principal or income from Donations to such charitable purposes as the Board may determine is consist with these Bylaws; and
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the Donation to such particular purposes as the donor may designate and, after approval of such agreement by the Board, devote the principal or income from that Donation according to the agreement.

Section 14.5 Amendment of Bylaws. Unless proscribed by the articles of incorporation or these bylaws, these bylaws may be amended or altered by majority vote of the Executive Council, which majority vote shall include the affirmative vote of the Chairman of the Board.

Section 14.6 Church-Connectional. The Church shall continue to be and shall maintain its connectional status as a member of the North Carolina Conference of the Pentecostal Holiness Church, Inc., and the International Pentecostal Holiness Church, Inc.

As a connectional member of the North Carolina Conference of the Pentecostal Holiness Church, Inc., and the International Pentecostal Holiness Church, Inc., the Church shall be subject to the authority of the Governing Boards of these two bodies and the edits of "THE MANUAL" of the International Pentecostal Holiness Church, Inc.

Section 14.7 Headings. The underlined section headings are used herein for convenience of reference only and shall not affect the meaning of any provision of these Bylaws.

Section 14.8 Gender, Number. The use of the masculine gender includes the feminine and neuter; the singular number includes the plural, unless the context clearly specifies otherwise.

Section 14.9 Emergency Provisions. In the event of the death or incapacity of the Senior Pastor or Executive Pastor for over thirty (30) days, or if the Senior Pastor or Executive Pastor is unable to be reached for over thirty (30) days:

- The Board shall continue to meet and manage the routine affairs of the Church until the appointment of an interim or permanent Senior Pastor or Chairman by the Council pursuant to these Bylaws.
- The Board may elect a Senior Pastor or Chairman pro-tem from among their membership to lead any meetings. Any decisions made or motions passed are pending until approved by the Board.
- Any major fiscal, legal, or business decisions shall be approved by the Council or, if possible, postponed until the appointment of an interim or permanent Chairman by the Council pursuant to these Bylaws.

ARTICLE XV EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article shall be operative during any emergency, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the Church or in the North Carolina Nonprofit Corporation Act (other than those provisions relating to emergency bylaws). An emergency exists (i) upon the death of the Senior or Chairman of the Board, (ii) upon the incapacity of the Senior Pastor or Chairman of the Board for over thirty (30) days, (iii) if the Senior Pastor or Chairman of the Board is unable to be reached for over thirty (30) days, or (iv) a quorum of the Church's Directors cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the Bylaws provided in the preceding Articles shall remain in effect during the emergency, and upon the termination of the emergency, the Emergency Bylaws shall cease to be operative unless and until another emergency shall occur. During any emergency:

Section 15.1 Meetings. Any meeting of the Directors, Elders, or other board or committee may be called by any officer of the Church or by any Director or Elder. The notice of meeting shall specify the time and place of the meeting. To the extent

feasible, notice shall be given in accord with Section 5.3, above, but notice may be given only to those Directors or Elders as it may be feasible to reach at the time, by such means as may be feasible at the time, including publication or radio, and at a time less than 24 hours before the meeting if deemed necessary by the person giving notice. Notice shall be similarly given, to the extent feasible, to the other persons referred to in Section 16.2 (b) below.

Section 15.2 Quorum. At any meeting of the Senior Pastor, Elders or Director, a quorum shall consist of a majority of the number of Senior Pastor, Elders or Directors serving at the time of the emergency. If the Directors or Elders present at any particular meeting shall be fewer than the number required for a quorum, other persons present at the meeting and holding the positions referred to below shall be deemed Directors or Elders for that particular meeting in such numbers as may be necessary to constitute a quorum, as determined by the following provisions and in the following order of priority:

- Vice Presidents not already serving as Directors or Elders in the order of their seniority of first selection to such offices, or if two or more shall have been first selected to such offices on the same day, in the order of their seniority in age;
- All other officers of the Church in the order of seniority of first selection to such offices, or if two or more shall have been first selected to such offices on the same day, in the order of their seniority in age; and
- Any other persons that are designated on a list approved by the Directors or Elders before the emergency, such persons to be taken in the order of priority and subject to conditions as may be provided in the resolution approving the list.

Section 15.3 Succession. The Board, during as well as before any emergency, may provide, from time to time modify, lines of succession in the event that, during an emergency, any or all officers or agents of the Church shall for any reason be rendered incapable of discharging their duties.

Section 15.4 Principal Office. The Board, during as well as before any emergency may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers to do so.

Section 15.5 Indemnification. No officer, Pastor, Elder, Director, or employee shall be liable for action taken in good faith in accordance with these Emergency Bylaws.

Section 15.6 Amendment to Emergency Bylaws. These Emergency Bylaws shall be subject to repeal or change by further action of the Board, except that no such repeal or change shall modify the standard of conduct set forth in the preceding paragraphs for purposes of establishing the liability of an officer, Pastor, Elder, Director, or employee for action or inaction occurring before the time of such repeal or change. Any amendment of the Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

Adopted by the Board of Directors of BRIDGE CHURCH OF NORTH CAROLINA, INC. on the 21st day of August 2019.

Jim Wall, President

APPENDIX A

CONDENSED ARTICLES OF FAITH BRIDGE CHURCH OF NORTH CAROLINA, INC.

ABOUT GOD

There is one God who is the creator and ruler of the universe; eternally existing in three persons, i.e. Father, Son and Holy Spirit (1 John 5:7-8).

ABOUT JESUS CHRIST

Jesus is the Son of God. He is fully man and fully God. He is co-equal with the Father and Holy Spirit. Jesus lived a sinless life (Hebrews 4:15) and offered Himself as the perfect sacrifice for the sins of all mankind (John 3:16). He rose from the grave three days later demonstrating His power over death, hell, and the grave. He ascended to the Father where He prays for us (Hebrews 7:25, 1 Timothy 2:5), is preparing an eternal place for us (John 14:1-4), and will come again for us (1 Thessalonians 4:11).

ABOUT HOLY SPIRIT

Holy Spirit is co-equal with the Father and the Son. He convicts of sin (John 16:7-8), comforts us (John 14:16-19), guides us into all truth (John 16:13), and is our deposit, sealing us against the day our salvation is fully realized (Ephesians 1:13-14).

RELATIONSHIP WITH GOD

All mankind needs forgiveness from sin (Romans 3:23) in order to enjoy a full life now and to share eternity with God. This forgiveness is available through God's free offer of grace (Ephesians 2: 8-10), through trusting what Jesus Christ has done for us on the Cross (Romans 10:9-10), and by the power of Holy Spirit (Ephesians 2:22). This relationship with God is essential to enjoy the wonderful realities of heaven and to avoid the painful realities of an eternal hell (John 5:24,28 and 29; Philippians 2:9-10).

ABOUT THE BIBLE

The Bible is God's Word to mankind. It is the inspired and only infallible, authoritative, complete Word of God. As such, it should be viewed as the "owner's manual" for life (2 Timothy 3:16).

A SPIRIT-FILLED LIFE

All followers of Christ should seek to be filled with the Holy Spirit (Ephesians 5:18). Spirit-filled believers should expect to receive that infilling by faith (Luke 9:9-13) and expect results in the form of power to live out their Christian lives and in the discovery and use of their spiritual gifts (Acts 1:8, 1 Corinthians 12:11, Ephesians 3:19-20).

ABOUT THE CHURCH

It is God's intention the Christian life be lived out in community with other members of the church which form Christ's body (Ephesians 1:20-23, Hebrews 10:25, Proverbs 27:17). God established the church as the institution through which His wisdom is shown (Ephesians 3:10), and in which His Spirit dwells (Ephesians 2:19-22).

CHRISTIAN LIVING

When a person accepts God's free gift of grace, he is regenerated and new life in Christ begins (2 Corinthians 5:17). The goal of this new life is to be transformed into a life of "Christ-like" character (Romans 12:1-2). However, the supreme evidence of Christian discipleship is not that we keep all the rules, but rather that we have love for one another (John 13:35).

MARRIAGE AND THE FAMILY

Matrimony is a holy monogamous marriage between one man and one woman

Therefore a man shall leave his father and mother and be joined to his wife, and they shall become one flesh.

Genesis 2:24

...let each man have his own wife, and let each woman have her own husband. Let the husband render to his wife the affection due her, and likewise also the wife to her husband. The wife does not have authority over her own body, but the husband does. And likewise the husband does not have authority over his own body, but the wife does.

1 Corinthians 7:2-4

Now to the married I [Paul] command, yet not I but the Lord: A wife is not to depart from her husband.

1 Corinthians 7:10

For the husband is head of the wife, as also Christ is head of the church; and He is the Savior of the body... For this reason [Eve created out of Adam – bone of his bone, flesh of his flesh] a man shall leave his father and mother and be joined to his wife, and the two shall become one flesh.

Ephesians 5:23, 31

Marriage is honorable among all, and the bed undefiled...

Hebrews 13:4

Marriage is a covenant made between two people, one man and one woman, with God. The Christian marriage covenant requires the married parties to be faithful, loving and helpful to each other as long as they both shall live. (Malachi 2:15-16; Matthew 5:32; 19:5-6,9; Romans 7:2-3; I Corinthians 7:10-11, 15; II Corinthians 6:14; Ephesians 5:22-25).

Marriage is a union ordained by God. It was first instituted by God in the early chapters of Genesis, codified in the Levitical law, the Old Testament prophets compared it to a relationship between God and his people, examples of it are in the historical narratives, and, the scripture discusses the unique unity of this relationship. Jesus explained the original intention and core elements of marriage, and several New Testament Epistles give explicit instructions on this union. Marriage is a typology of Jesus Christ and the Church. As such, the Church views marriage as a profound spiritual institution established by God. We believe the term “marriage” has only one meaning, and that is marriage sanctioned by God which joins one man, and one woman in a single, exclusive union, as delineated in Scripture.

Due to the importance of marriage in the biblical witness, this church adopts the following:

Only currently Licensed or Ordained BRIDGE CHURCH OF NORTH CAROLINA, INC. staff Pastors may officiate a marriage ceremony or renewal of vows ceremony.

Staff Pastors employed by BRIDGE CHURCH OF NORTH CAROLINA, INC. shall be subject to dismissal and loss of Licensing/Ordination for officiating a same

gender or transgender marriage ceremony, or a same gender or transgender renewal of vows ceremony.

BRIDGE CHURCH OF NORTH CAROLINA, INC. facilities, or properties may not be used by any individual, group, or organization that advocates, endorses, or promotes homosexuality or transgender life as an alternative or acceptable lifestyle. This policy applies to events including but not limited to: Birthday parties, Classes, Reunions, Anniversaries, Baby Showers, Weddings, and Renewal of Vows services.

Matrimony is ordained by God

And the Lord God said, "It is not good that man should be alone; I will make him a helper comparable to him."

Genesis 2:18

"Honor your father and your mother, that your days may be long upon the land which the Lord your God is giving you..."

Exodus 20:12

And the Lord God caused a deep sleep to fall on Adam, and he slept; and He took one of his ribs, and closed up the flesh in its place. Then the rib which the Lord God had taken from man He made into a woman, and He brought her to the man. And Adam said: "This is now bone of my bones and flesh of my flesh; she shall be called Woman, because she was taken out of Man." Therefore, a man shall leave his father and mother and be joined to his wife, and they shall become one flesh.

Genesis 2:21-24

"For the Lord God of Israel says That He hates divorce, For it covers one's garment with violence," says the Lord of hosts. "Therefore take heed to your spirit that you do not deal treacherously."

Malachi 2:6

Matrimony is the basic unit of society through its ministry and testimony

Wives, submit to your own husbands, as to the Lord. For the husband is head of the wife, as also Christ is head of the church; and He is the Savior of the body. Therefore, just as the church is subject to Christ, so let the wives be to their own husbands in everything. Husbands, love your wives, just as Christ also loved the church and gave Himself for her, that He might sanctify and cleanse her with the washing of

water by the word, that He might present her to Himself a glorious church, not having spot or wrinkle or any such thing, but that she should be holy and without blemish. So husbands ought to love their own wives as their own bodies; he who loves his wife loves himself.

Ephesians 5:22-33

STATEMENT ON GENDER AND SEXUALITY

So God created man in his own image, in the image of God created he him; male and female created he them.

Genesis 1:27

This means that man and woman are two distinct genders willed by God their Creator in their respective beings, which reflect the image and nature of God. ‘Being man’ or ‘being woman’ is a reality that is good and willed by God. Therefore, to reject one’s biological gender is to reject the work of the Creator and imply that God made a mistake. God does not make mistakes.

Romans 1:24-27, Job 42:1-3, Isaiah 55:8, 9

As God’s image bearers, man and woman have inalienable rights and ensuing responsibilities. Man and woman should be treated with dignity and respect. They should also lead lives worthy of the dignity of their unique gender. This is done by living chastely – a call all baptized Christians are called to follow.

Ephesians 5:3

ATTACHMENT 1

CONFLICT OF INTEREST POLICY

ARTICLE I PURPOSE

The charitable purpose and tax exempt status of a nonprofit organization includes a duty to maintain the public trust. Further, it is the goal of Bridge Church of North Carolina, Inc. (the "Corporation"), a Washington non-profit corporation, to conduct its affairs with a commitment to honesty and integrity. This Conflict of Interest Policy ("Policy") is to promote the standards of the Corporation and to protect its interest when it is contemplating entering into a transaction or arrangement that might benefit (or be perceived to benefit) the private interest of an officer or director of the Corporation or certain other persons. Each officer, director, committee member and employee has a full-time responsibility to the Corporation and shall strive to avoid conflicts of interest. This policy encourages the avoidance of conflicts of interest and is to supplement but not replace any applicable Washington or federal laws governing conflicts of interest pertinent to nonprofit and charitable organizations.

ARTICLE II DEFINITIONS

(a) "Interested Person" means a Covered Person who may financially benefit from a transaction with the Corporation or who possesses a Financial Interest, as defined below.

(b) "Covered Person" includes any director, principal officer, member of a committee with governing board delegated powers, employee, and, as defined below, major donors, insiders, and close relatives.

(c) "Close Relatives" includes (a) a spouse, child (natural or adopted), parent and step-parent, in-laws (father, mother, brother and sister in-laws), grandchild, grandparent, brother or sister, or (b) any other person who shares living quarters or who is financially dependent upon a director, principal officer, member of a committee with governing board delegated powers, employee, major donors, or insiders.

(d) "Insiders" are persons who (a) are privy to any material information that is identified as confidential and proprietary, pertaining to the business and affairs of the Corporation, whether related to a specific transaction or to matters pertaining to the Corporation's interest, activities, and policies, and (b) by virtue of their involvement with the Corporation, could be placed in a conflict situation or could give the appearance of having the ability to unduly influence the Corporation. This could potentially include an independent contractor and former directors, officers, employees, and volunteers.

(e) "Major Donor" includes an individual, corporation, or foundation that makes a gift or pledge either in cash, appreciated securities, other assets or in land, easement, or bargain-sale value of Ten Thousand Dollars (\$10,000.00) or more at any one time or cumulatively within a five year period prior to the occurrence of the conflict.

(f) "Related Party Transaction" means a transaction involving any corporation, partnership, trust, estate, joint venture, and unincorporated affiliation of any kind as well as public boards and commissions and not-for-profit organization in which a Covered Person, directly or indirectly:

(1) owns or controls 5.00 % or more of any voting security; or

(2) is a director, executive officer, executor, administrator, trustee, beneficiary, controlling partner, or otherwise serves in a fiduciary capacity or holds a substantial beneficial interest; or

(3) has legal or de facto power to control the election of a majority of directors; or

(4) has legal or de facto power to exercise a controlling influence over the management or policies.

(g) "Financial Interest" means the Covered Person possesses, directly or indirectly, through business, investment, family, or otherwise:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(h) "Compensation" includes direct and indirect payments as well as material gifts or favors.

A Financial Interest or a Related Party Transaction is not necessarily a conflict of interest. A person who has a Financial Interest or any Related Party Transaction has a conflict of interest only if the appropriate governing board or committee of the Corporation decides that a conflict of interest exists.

ARTICLE III PROCEDURES

(a) Duty to Disclose. Interested Person must disclose the existence of a Financial Interest or Related Party Transaction and be given the opportunity to disclose all material facts to the Corporation's Board of Directors ("Board").

(b) Procedures for Addressing a Potential Related Party Transaction and a Conflict of Interest.

(1) Determination of a Conflict of Interest. Unless specifically addressed elsewhere in this Policy,

(a) An Interested Person may make a presentation at the Board's meeting, but after the presentation, he shall leave the meeting during the discussion of and the vote on the transaction involving the possible conflict of interest. The Board shall decide if a conflict of interest exists. A vote by a majority of the directors present, after the Interested Person leaves the Board meeting, determining that there is a conflict of interest shall be proof that such conflict of interest exists. For purposes of voting on a potential conflict of interest, if the Interested Person is a director, the director must excuse himself from any meeting while the Board discusses the proposed conflict of interest and must abstain from any vote regarding the proposed conflict of interest.

(b) If there is deemed to be no conflict of interest, the proposed transaction may commence.

(c) If there is deemed to be a conflict of interest:

(i) The Board shall exercise due diligence to investigate alternatives to the proposed transaction. The Board shall consider:

(a) the reasonableness of compensation arrangements and benefits, based on competent survey information and the result of arm's length bargaining; and

(b) whether the transaction conforms with the Corporation's written policies, reflects reasonable investments or payments for goods and services, furthers charitable purposes and does not result in inurement or impermissible private benefit.

If deemed appropriate by the Board, the president or chairman of the Board shall appoint a disinterested person or committee to perform the due diligence.

(ii) After completing the due diligence, the Board, excluding the Interested Person, shall determine whether the Corporation can reasonably obtain a more advantageous transaction for the Corporation from a person or entity that would not cause a conflict of interest.

(iii) If a more advantageous transaction is not reasonably possible under circumstances that would not produce a conflict of interest, the Board, excluding the Interested Person, shall determine by a majority vote of the disinterested directors whether the transaction is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable.

(a) If the transaction is in the Corporation's best interest, for its own benefit, and is fair and reasonable, the transaction may commence.

(b) If the transaction is not in the Corporation's best interest, for its own benefit, and is fair and reasonable, the transaction shall not commence and to the extent it has already commenced, the transaction will be deemed void and all costs paid by the Corporation shall be refunded by the Interested Party.

(c) Violations of the Conflicts of Interest Policy.

(1) If the Board has reasonable cause to believe an Interested Person has failed to disclose a Related Party Transaction or actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and shall

provide the Interested Person with an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board, excluding the Interested Person, determines the Interested Person has failed to disclose a Related Party Transaction or an actual or possible conflict of interest, it shall take disciplinary and corrective action as deemed appropriate in light of the surrounding facts and circumstances.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

(a) the name of the persons who disclosed or were found to have a Financial Interest or Related Party Transaction in connection with an actual or possible conflict of interest,

(b) the nature of the Related Party Transaction or Financial Interest,

(c) any action taken to determine whether a conflict of interest was present,

(d) the Board's determination on whether a conflict of interest in fact existed,

(e) the name of the persons who were present for discussions and votes relating to the transaction,

(f) the content of the discussion, including any alternatives to the proposed transaction, and

(g) a record of any votes taken in connection with the proceedings.

ARTICLE V COMPENSATION

The Corporation may reasonably compensate Covered Persons with for services used to carry out the Corporation's charitable purposes. In determining compensation for directors or officers the Board shall adhere to the following guidelines:

(a) A director or officer who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director or officer's compensation.

(b) A director or officer on any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director or officer's compensation.

(c) No director or officer whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee or the Board regarding compensation.

ARTICLE VI ANNUAL STATEMENTS

Each director and officer shall annually sign a statement which affirms that such person:

(a) Has received a copy of the Conflicts of Interest Policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews of all Related Party Transactions.

ARTICLE VIII
USE OF OUTSIDE ADVISORS

When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.