

OAK LEAF CHURCH, INC.

CONSTITUTION

This document outlines the guidelines Oak Leaf Church (“OLC”) employs in managing ongoing systems and procedures and selecting key leadership. The constitution provides accountability for ministry leaders and key information for OLC body. The bylaws and articles of incorporation outline the role of officers and legal operation of OLC. While impossible to anticipate all future contingencies, the intent of this document is to provide flexibility to meet long-term changing needs.

This Constitution has been developed in order that the men and women serving OLC may function most effectively. An imperfect system filled with men and women of integrity will function far better than a perfect system filled with men and women who lack integrity. The people we choose are as important as the system we use. Furthermore, the imperfections in any system will stand out larger than life when the system is put to the test.

As such, this Oak Leaf Church Constitution is the supreme governing document of Oak Leaf Church, superior to the Bylaws and Articles of Incorporation. It shall at no time be allowed to be in conflict with the interpretation of the Bible as governed by the doctrinal statement contained herein.

PREAMBLE

We, the Elders and Members of Oak Leaf Church, do ordain and establish the following Constitution to which we voluntarily and solemnly submit.

ARTICLE I NAME & MEANING

1.01 NAME

The name of the church shall be Oak Leaf Church, Inc. hereafter referred to as OLC.

1.02 MEANING

Isaiah 61:1-4 speaks of the ministry of the Messiah which we now continue as fully-devoted disciples of Jesus. The oak leaf (disciple) absorbs the sun to provide necessary elements to grow the tree (local church) to become an inspiring, fruitful, and strong shelter.

ARTICLE II PURPOSE

2.01 MISSION

Oak Leaf Church exists to prove God’s love.

2.02 CORE VALUES

We will prove God’s love through five focuses:

- a. Trust God’s love in scripture
- b. Explore God’s love with others
- c. Respond to God’s love together
- d. Display God’s love through action
- e. Give God’s love away.

2.02 OTHER PURPOSES

OLC is a non-profit corporation organized exclusively for charitable, religious, and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code. OLC will conduct Christian worship, teach Christian doctrine, and promote the expansion of Christianity through evangelism, church planting, foreign and domestic missions, and any other avenue deemed appropriate. OLC is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of OLC; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of OLC.

ARTICLE III

ARTICLES OF FAITH

4.01 BIBLE

The Bible, in the original writings, is the verbally inspired Word of God without error and is the supreme, final authority in doctrine and practice (II Tim 3:16-17; II Pt 1:21; Jn 17:17; Heb 4:12).

4.02 GOD

God, the one and only true all-powerful and all-knowing infinite creator of all things, eternally exists in three equal entities: Father, Son and Holy Spirit. Each has the same nature and attributes, but is distinct in role and activity (Mt 28:19; II Cor 13:14).

4.03 JESUS

Jesus, the Christ, was born of the virgin Mary as 100% man without ceasing to be 100% God in order that He might reveal the character of God and redeem sinful man. Being born without an earthly father enabled "God in the flesh" to break the generational sin-nature bondage thus allowing Him to be the spotless sacrificial propitiation and atonement for the depravity of all mankind (Isa 7:14; Mt 1:23; Lk 1:35; Jn 1:1, 14, 18; Rom 3:24-26, 4:25, 5:12-19; Heb 7:26).

4.04 HOLY SPIRIT

The Holy Spirit is a divine entity of the one true God who restrains evil in the world and guides believers towards holiness by permanently indwelling and advocating with them unto the day of redemption. The Holy Spirit convicts believers of sin, regenerates believers who accept Christ as Savior, baptizes believers into the Body of Christ, and entrusts believers with spiritual gifts (Jn 3:8, 14:16-17, 16:7-11; Eph 4:30; 5:18; I Cor 12:4-11,13).

4.05 MAN

Man was created in the image and likeness of God, good and innocent, with dominion over the earth and communion with Him. The original sin brought both physical and spiritual death to mankind, forced the paternal inheritance of a sinful nature, alienated mankind from God because of that nature, and resulted in the need of salvation for the entire human race. Regardless of how good a work or attitude may be considered, an individual, separated from the work of the Holy Spirit, can not do, think, or behave in any manner that is considered good in God's eyes (Gen 1:1, 1:27-31, 2:17, 3:7, 19; Isa 59:2, Eph 2:1-3, 12, Rom 3:23; Col 1:16-17; Ja 1:27, 2:15,16; Jn 13:34; Rom 3:10-12; Heb 11:6).

4.06 SALVATION

Salvation is unmerited and eternal. Jesus was the penal substitution for man's eternal death penalty. By shedding his blood on the cross, he became the the sacrificial spotless lamb offered to God to atone and bring justice for mankind's depravity. Mankind is justified not by works, but by grace alone through faith alone in Jesus Christ alone. (Acts 13:38-39; Rom 6:23; 2 Tim 1:9; Ti 2:14, 3:5; 1 Pt 1:18, 19; Gal 3:13; Eph 1:4-7, 2:1-10; 1 Jn 1:7; Jn 10:27-29, 2 Cor 5:17-19, 1 Jn 5:12-13).

4.07 RESURRECTION

The resurrection of Jesus from the dead, both literal and physical, guarantees our redemption and salvation. The Lord Jesus Christ is now exalted at the right hand of God where, as High Priest to His Church, He fulfills the ministry of intercession and advocacy (Rom 4:25; Heb 1:3, 3:1; 7:23-25; I Jn 2:1-2).

4.08 JUDGMENT

Judgement is inevitable. At the end of time, those not found in the Book of Life are sentenced to an eternal, non-annihilating, unquenchable suffering in the Lake of Fire. Those names written in the book of life receive a new earth and are rewarded with indescribable bliss and an eternity in the presence of God. (Isa 26:19-21; Zec 14:3-5; Mt 24:21-22, 31, Rom 14:10-12; 40-41; Lk 16:19-26, 21:34-36, 23:43; Jn 14:1-3; 1 Cor 15:50-53; 2 Cor 5:6-8; Phil 1:23; 1 Th 4:14-18, 5:3; 2 Thessalonians 2:3-10; 2 Timothy 3:1, 13; Ja 1:12; Rev 4:1-2, 19:11-21, 20:7-15, 21:1-4).

4.09 BAPTISM

Baptism by immersion in water is a symbolic way for a believer to publicly professing Jesus Christ as their Lord and Savior while identifying with His death, burial, and resurrection. Parents may dedicate their infant to the Lord as a symbol of their unyielding commitment to raise the child as outlined in the Scriptures but should not be baptized until they can personally articulate their faith and the purpose of baptism. (Pro 22:6; Mt 3:16, 28:19-20; Rom 6:2-4, 5-6; Gal 3:26-28; Col 2:12).

4.10 EUCHARIST

The Lord's Supper is remembrance of Christ's sacrifice on the cross. The elements of the Lord's supper represent Jesus' body & blood proclaiming His sacrifice until He returns. Any believer can partake of the Lord's Supper so long as they do so in a worthy manner having prayerfully examined themselves and motives before participating (Lk 22:14-20; I Cor 11:23-32).

4.11 LOCAL CHURCH

The local church purposes to make as many people as much like Jesus as quickly as possible. It must purpose to worship God alone, adhere to scripture as absolute authority, equip for Kingdom service, develop God-honoring community, observe the ordinances, and steward lives for the purpose of fulfilling the Great Commandment and the Great Commission. (Mt 16:18; 28:19-20; Acts 2:42-47; I Cor 1:1-2; Eph 4:11-13, 1 Tim 3:1-13).

OAK LEAF CHURCH, INC.

ARTICLE IV GOVERNANCE

3.01 AUTHORITY

OLC is sovereign under the lordship of Jesus Christ and retains the exclusive right of self government in all phases of spiritual and temporal life. We realize while an organization is necessary, God's method is to empower His people by the Holy Spirit in the service of the Lord Jesus, the Christ. We acknowledge, therefore, our complete dependence on God.

3.02 GOVERNING BODY

The governing body of OLC shall be the Board of Directors. The Board of Directors will be the Elders of OLC and henceforth referred to as the Board of Elders or simply Elders.

3.02 POLICY GOVERNANCE

It should be understood while the Board of Elders are principally a spiritual oversight and policymaking body, they will work hand-in-hand with the Lead Pastor on all major decisions that effect the well-being and spiritual health of OLC. Oversight of the day-to-day operations of OLC shall be the responsibility of the Lead Pastor and not that of the Board of Elders.

ARTICLE V ELDERS

5.01 QUALIFICATIONS

The Elders shall be men who have been a member of OLC for at least one year prior to being appointed to office and meet the following biblical requirements:

- a. Therefore an overseer must be above reproach, the husband of one wife, sober-minded, self-controlled, respectable, hospitable, able to teach, not a drunkard, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own household well, with all dignity keeping his children submissive, for if someone does not know how to manage his own household, how will he care for God's church? He must not be a recent convert, or he may become puffed up with conceit and fall into the condemnation of the devil. Moreover, he must be well thought of by outsiders, so that he may not fall into disgrace, into a snare of the devil (1 Timothy 3:2-7 ESV).

- b. If anyone is above reproach, the husband of one wife, and his children are believers and not open to the charge of debauchery or insubordination. For an overseer, as God's steward, must be above reproach. He must not be arrogant or quick-tempered or a drunkard or violent or greedy for gain, but hospitable, a lover of good, self-controlled, upright, holy, and disciplined. He must hold firm to the trustworthy word as taught, so that he may be able to give instruction in sound doctrine and also to rebuke those who contradict it (Titus 1:6-9 ESV).

5.02 FUNCTION

Elders function primarily as discerners, shepherds, decision-makers. They will be the conscience and guardians of OLC. They will not be expected to oversee specific projects or ministry areas in their capacity as Elder. The Elders would evaluate everything taking place in the church according to the OLC's purpose, resources, and constitution. Elders will not determine programming. All programming and operations of the Church will be the responsibility of the Lead Pastor.

5.03 APPOINTMENT

At any given time, the Lead Pastor or current Elders on the Board may make a nomination to fill a vacancy or expand the total number of Elders on the Board. The Board of Elders will gather whatever information is necessary through any lawful means to make a preliminary determination if a nominee is worthy of further consideration. Any nominee deemed worthy by the Board of Elders will be invited into a more comprehensive review process that will include, at a minimum, a federal background check, private interviews with the Lead Pastor and at least two different Elders, and interview with the entire Board of Elders, a retreat with the Board of Elders and their spouses, and a 30 day notice for Members to submit any concerns. A nominee is approved only by a unanimous vote of the Board of Elders. The number in the Board of Elders shall not exceed 12, nor be less than 3. The Lead Pastor shall be a permanent appointee of the Elders and at all times shall be the Chairman of the Elders.

5.04 OTHER

All other matters concerning to role and responsibilities of the Board of Elders can be found in Article V of the Oak Leaf Church Bylaws.

ARTICLE VI
MEMBER COVENANT

6.01 COVENANT

God has graciously entered into a covenant with his people with Jesus as the mediator by the blood shed on the cross for the atonement of our sin. In this covenant, those who have faith in the redemptive work of Jesus are Members of His church as one body of believers. Therefore, as disciples of Christ, we have covenant responsibilities to God as well as to each other for sake of the Kingdom of God. Being a member of OLC means committing to be a part of the family and mission of this specific local church. Becoming a member of OLC distinguishes who we, as a local church body, are ultimately responsible and who has committed to join OLC's mission. To be a member of OLC, you must agree to this covenant.

a. MISSION

"Prove God's Love" is our motto and our mission. At the center of that simple phrase is the cross where God proved his love for us and the gospel which compels us to prove how much we love Him. It is Jesus's command to love God and love others and his commission to go and make disciples. We believe if you love God, there must be evidence that is true, and you will show love to others if God's love has truly changed you. Other core beliefs can be found in the Articles of Faith in Article IV of the OLC constitution. (Mt 22:36-40; Mt 28:19-20; Jn 13:34-35; Jn 15:8; 1 Jn 2:5; 1 Jn 4:7)

b. FIVE FOCUSES

We will prove God's love by adhering to these five focuses.

1) TRUST GOD'S LOVE THROUGH SCRIPTURE

We hold God's word as absolute truth. It is the utmost authority for wisdom concerning salvation by grace alone through faith alone in Christ alone. The scriptures are proof of God's love for us and we can prove our love for Him by consuming, praying, and obeying His word. (Jn 3:16; Ps 1:2; 1 Th 5:17; Ro 12:2)

2) EXPLORE GOD'S LOVE WITH OTHERS

Life is not meant to be lived alone. Relationships that engage, encourage, and equip us to become as much like Jesus as quickly as possible are vital to our spiritual growth. God's love is proven when we learn from and lean on others. (Ge 2:18; Mt 28:19-20; Pr 27:17; Ga 6:2; Ep 4:11-13)

3) RESPOND TO GOD'S LOVE TOGETHER

Community should feel a lot like family. Coming together as a unified body to worship, pray, and fellowship compels us to acknowledge who God is and what He has done. We prove God's love when we join with the local church we consider home. (1 Co 12:27; Ep 4:16; Ph 2:2; Heb 10:24-25)

4) DISPLAY GOD'S LOVE WITH ACTION

Share your time, talent, and treasure. We are never more like Jesus than when we are giving and we are never more giving than when we utilize the strengths and resources God has given us. He has proven His love with deeds and so should we. (Pr 3:27; Mt 25:40; Lk 10:36; Ac 20:35; 2 Co 9:6-11)

5) GIVE GOD'S LOVE AWAY

Live on mission. A true disciple of Jesus sees every moment, environment, and circumstance as an opportunity to prove the love that has already been proven to them. When we show and share what God's love has done for us, we prove it is relevant for everyone. (Lk 6:38; Jn 13:34-35; Jn 15:16; Ro 12:4)

ARTICLE VIII
AMENDING THE CONSTITUTION

8.01 AMENDMENT PROPOSAL PROCEDURE

For the constitution to be amended, the Board of Elders shall appoint an ad-hoc team to study the issue in question and present a written recommendation and proposed draft of the constitutional amendment to the Board of Elders. If the Elders do not approve the recommendation of the amendment as written, the Elders may modify the draft amendment, send it back to the ad-hoc team for further work, or dismiss the issue. If the proposed draft amendment is approved by a unanimous vote of the Elders, it will then be presented to the Members of OLC as a proposed official amendment at least 90 days before the Board of Elders vote to make the amendment official.

OAK LEAF CHURCH, INC

BYLAWS

ARTICLE I NAME & PURPOSE

1.01 NAME

The official name of the church is Oak Leaf Church, Inc. hereafter referred to as OLC.

1.02 PURPOSE

Oak Leaf Church exists to prove God's love. All other purposes of OLC are as stated in the Oak Leaf Church Constitution.

ARTICLE II OFFICES

2.01 REGISTERED OFFICE AND AGENT

The address of the registered principal office of OLC is 151 East Marietta Street, Canton, GA, 30115, and the name of the registered agent at this address is Will Goodwin. The Board of Elders may change the principal office from one location to another and assign a new registered agent at any time. Any change of this location or registered agent shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location or agent.

2.02 OTHER OFFICES

OLC may have offices at such place or places within or without the State of Georgia as the Board of Elders may from time to time appoint or as the business of OLC may require or make desirable.

ARTICLE III LIMITATIONS

3.01 LIMITATIONS

The powers of OLC to promote the purposes set out in the Oak Leaf Church Constitution are limited and restricted in the following manner:

- a. No part of the net earnings of OLC shall inure to the benefit of or be distributable to its incorporators, officers, or other private persons, except that OLC shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for OLC) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of OLC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and OLC shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, OLC shall not carry on any other activities not permitted to be carried on by:
 - i. a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or
 - ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- b. In the event OLC is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from:
- i. any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws;
 - ii. retaining any "excess business holdings" as defined by Section 4943(c).

ARTICLE IV MEMBERSHIP

4.01 MEMBERSHIP

OLC shall have one class of membership, which shall hereinafter be referred to as Members. Members in OLC shall consist of all persons who meet the qualifications as defined in Article 4.02 of the Bylaws. Members are not entitled to a vote in person, by proxy or otherwise. The Board of Elders may adopt and amend application procedures to join and become a member of OLC.

4.02 QUALIFICATIONS OF A MEMBER

The following must be true for someone to be considered a member of OLC:

- a. Have publicly professed faith in Jesus Christ as their personal Lord and savior and been baptized.
- b. Have completed a qualifying orientation class either in person or online.
- c. Have a personal connection to an existing Member.
- d. Have met with an Elder to go over the Member Covenant as written in the Oak Leaf Church Constitution.
- e. Have agreed to the Member Covenant as written in the Oak Leaf Church Constitution.

Changes to member requirements may be adopted by resolution of the Board of Elders.

4.03 RECORD OF MEMBERS

OLC shall maintain a record of all individuals who are considered member of OLC. Before December 31 of each year, all member records at OLC shall be reviewed for compliance to the qualifications listed above. Members will be granted, renewed, or revoked by written affirmation of adherence to the requirements listed above. Any member may be removed by the Board of Elders as prescribed in Article 4.04 of these Bylaws.

4.04 MEMBER REMOVAL

Members are reviewed on a periodic basis. Members can be removed through:

- a. voluntary resignation by a member in good standing
- b. death
- c. a decision by Board of Elders as a result of a disciplinary process. Members are prohibited from voluntarily resigning as a member while subject to a formal disciplinary process.

ARTICLE V CHURCH LEADERSHIP

5.01 BOARD OF ELDERS

Plenary power to manage and govern the affairs of OLC is vested in the Board of Elders of OLC. The Board of Elders shall consist no more than 12 men and must include the Lead Pastor. The Lead Pastor is a permanent, full-voting member of the Board of Elders. Current Staff Members cannot serve as Elders. However, the Board of Elders shall have the discretion to invite staff Members to be present at meetings when they deem it necessary.

5.02 PURPOSE OF ELDERS

Elders will function primarily as discerners and shepherds. They will be the conscience and guardians of OLC. They will serve along side the Lead Pastor in overseeing the spiritual health of OLC. They will not be expected to oversee specific projects or ministry areas in their capacity as an Elder. The Elders would lead the church by adhering to these four biblical criteria:

- EXEMPLIFY biblical leadership as spiritual giants within the church (1 Peter 5:1-4)
- EXAMINE sound doctrine and scriptural teachings within the church (Titus 1:9)
- ENSURE unity, discipline, and spiritual growth within the church (Acts 20:28-31)

- ENCOURAGE care and prayer for those in need within the church (James 5:14)

Elders will not determine programming or day to day operation of OLC. This responsibility will left to the employees and staff. However, the Elders are responsible for ensuring programs are appropriate, effective, are a good use of church resources, and fall in line with the OLC mission and purpose as outlined in the Constitution. The Lead Pastor will meet with the Board of Elders on a regular basis to provide updates on general state of OLC.

5.03 QUALIFICATIONS

The Board of Elders must first and foremost meet the qualifications as outline in 1 Timothy 3:2-7, Titus 1:5-9, and the Oak Leaf Church Constitution. A candidate for Elder must be a member of OLC for at least one full year prior to being appointed to office. The Board of Elders shall have a number of Members to ensure full deliberation and diversity of thinking. A candidate must consistently give financially to OLC. Elders shall represent a variety of backgrounds, experiences, and organizational and financial skills. The number of Elders may not be decrease to less than three (3).

Each Elder shall normally serve for a single three (3) year term, but may be re-appointed for an additional three (3) year term by a unanimous decision of the Board of Elders. A board member may resign at anytime by giving written notice to the Lead Pastor.

A majority of the Elders shall be independent. An Elder is not considered independent who:

- Is an employee of OLC
- Reports to an Elder or employee of OLC.
- Receives a significant amount of remuneration from OLC, or has relationships with firms that have significant financial dealings with OLC.
- Has significant personal financial dealings with an Elder or officer of OLC, or a person who is related by blood or marriage to an Elder or officer of OLC.

5.02 POWERS

The Board of Elders shall have all of the rights, powers, and responsibilities regarding the business, property, and affairs of OLC. All corporate powers shall be exercised by or under the authority of the Board of Elders. it is the final policy making body for all matters. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall have the power to a) select, evaluate, replace or remove the Lead Pastor in accordance with the Church Constitution, b) prescribe any powers and duties for the officers and employees of OLC that are consistent with laws of the state of Georgia and the United States, and subject to any limitations under the Constitution, the Articles of Incorporation of OLC, and these Bylaws, c) adopt, make, and use a corporate seal and alter the form of the seal, and d) buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness and be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources.

5.03 NOMINATION AND ELECTION

The appointment of Elders is outlined in the Oak Leaf Church Constitution Article 5.03.

5.04 VACANCIES

The Lead Pastor shall nominate persons whom he deems qualified to serve on the Board of Elders to fill any vacancy occurring on the Board of Elders, and any position to be filled due to an increase in the number of Elders serving. Nominations shall be approved by a majority vote of the Board of Elders.

5.05 MEETINGS

The Board of Elders should meet as often as required to fulfill its responsibilities, but no less than three (3) times per year. Regular or special meetings of the Board of Elders may be held either within or outside the State of Georgia, but shall be held at OLC's registered office in Georgia if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to by any three (3) Elders, either before, during, or after the meeting. Such consents shall be recorded in the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Elders participating in the meeting can hear one another. All Elders shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

- REGULAR MEETINGS:** Regular meetings of the Board of Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders.
- SPECIAL MEETINGS:** A special meeting of the Board of Elders may be called by the Lead Pastor or a majority of the Elders.
- NOTICE OF SPECIAL MEETINGS:** Notice of the time and place of special meetings shall be given to each Elder by one of the following methods:

- i. by personal delivery of written notice;
- ii. by first class mail, postage paid;
- iii. by telephone communication, either directly to the Elder or to a person at the Elder's office or home whom the person giving the notice has reason to believe will promptly communicate the notice;
- iv. by electronic communication ("email"), or
- v. by telecopier to the Elder's office or home.

Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email or telecopier shall be delivered, telephoned, emailed, faxed or given to the Elder at least twenty-four (24) hours before the time set for the meeting.

The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at OLC's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

Attendance of an Elder at a meeting shall constitute waiver of notice of such meeting, except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

5.06 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, if all of the Elders, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding meeting of the Board of Elders.

5.07 QUORUM

A majority of the number of Elders then in office, a majority of whom must be independent Elders, shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elders required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice. Elders present by proxy may be counted toward a quorum.

5.08 DUTIES OF ELDERS

Elders shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of OLC. Elders may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning OLC or another person that were prepared or presented by a variety of persons, including officers and employees of OLC, professional advisors or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders are deemed to have the duties of trustees of a trust with respect to OLC and with respect to any property held or administered by OLC, including property that may be subject to restrictions imposed by the donor or transferor of the property.

The Board of Elders shall also have the specific responsibilities set forth herein:

a. LEAD PASTOR REMOVAL

The Lead Pastor may only be removed by the Board of Elders. The only reason for which the Lead Pastor may be removed is for rejecting the Articles of Faith of OLC as set forth in Article III of these Oak Leaf Church Constitution. If a complaint is made, by a member of OLC in good standing, that the Lead Pastor has rejected one or more of the Articles of Faith of OLC, such complaint shall be made in writing and submitted to the Board of Elders for prayerful action. Once a complaint has been submitted, the Lead Pastor may not seek to remove any Elder. The Lead Pastor shall be given a copy of the written complaint and a meeting between the Lead Pastor and the Board of Elders shall be scheduled wherein all parties shall be given the opportunity to ask questions and/or speak to the substance of the complaint. This meeting shall be chaired by the Secretary. If deemed necessary, and upon a majority vote, the Board of Elders may request subsequent meetings. At the conclusion of the meeting, the Board of Elders must prayerfully consider the complaint for ten days, after which it shall meet to vote on the complaint. The Lead Pastor shall be excluded from the meeting to vote. All Elders must attend the meeting and cast a vote. If any Elder is unable to attend the meeting to vote in person, arrangements shall be made to have that Elder attend via telephone conference call, video teleconferencing or any similar technology that may be available. An 3/4th majority vote of the Board of Elders is required to remove the Lead Pastor. If the

vote is to remove the Lead Pastor the removal shall be effective immediately and the Lead Pastor shall be immediately removed as an officer of OLC.

b. SUCCESSION

If the Lead Pastor voluntarily resigns and is in good standing, he shall nominate his successor, to be approved by a majority vote of the Board of Elders. If the Lead Pastor is removed by Article V, Section 5.08(a) or by death, the remaining employee-Elders shall nominate his successor, to be approved by a majority vote of the Board of Elders. During the period of time between the removal of the Lead Pastor and the approval of a new Lead Pastor, the Secretary shall act as Chairman of the Board of Elders, and the Vice President(s) shall perform the remaining duties of the Lead Pastor. By a majority vote, the Board of Elders may choose to limit the power and authority of the new Lead Pastor for a period of one year.

c. FINANCIAL OVERSIGHT

Within 90 days before the end of each calendar year, the Board of Elders shall review a comparison of the previous year's annual operating budget to actual results, and shall review and approve the current annual operating budget. During the calendar year, changes to the operating budget that do not increase the total operating budget by more than ten percent (10%) shall not require the approval of the Board of Elders. Any individual financial transaction exceeding \$10,000 dollars shall require the approval of the Board of Elders.

d. BOARD OF ELDERS PERFORMANCE

No less than every three (3) years, the Board of Elders shall undertake an evaluation of OLC's governing documents and the Elders's performance as a Board of Elders.

e. LEAD PASTOR COMPENSATION APPROVAL

Compensation paid to the Lead Pastor of OLC shall be approved on an annual basis by a majority vote of the Board of Elders. In so doing, the Board of Elders shall consider duties, performance evaluations, compensation comparability data, and other relevant information. Such information will be provided by the Treasurer.

5.09 DELEGATION OF DUTIES

The Board of Elders is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of OLC; and to sell, transfer, or otherwise dispose of OLC's assets and properties at a time and for a consideration that the advisor deems appropriate. Elders have no liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

5.10 INTERESTED PARTIES

Contracts or transactions between Elders, Officers, or Members of OLC who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Elder, officer, or OLC member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board of Elders or other group authorizing the transaction, and approval from disinterested parties must be obtained.

5.11 ACTIONS OF BOARD OF ELDERS

The Board of Elders shall try to act by consensus. However, the vote of a majority of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or these Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Elders.

5.12 NO COMPENSATION

Elders, including the Lead Pastor, shall not receive salaries or compensation for their services to the Board of Elders. The Board of Elders may provide for payment to Elders for expenses of attendance, if any, at a meeting of the Board of Elders. An Elder may serve OLC in any other capacity and receive reasonable compensation for those services, but will not be considered an independent Elder as defined in Article 5.01 of these Bylaws.

5.13 DEADLOCK

In the case where the Board of Elders shall, by reason of deadlock (whether because and even number of Elders is seated on the board, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the board, then, in such instance, the Lead Pastor shall cast a ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the board. The majority ballot shall be cast in addition to the regular Elder's vote cast by the Lead Pastor.

5.14 PROXIES

Voting by written proxy is permitted.

5.15 ASSENT AND DISSENT

All Elders of the OLC who are present at a meeting of the Board of Elders shall be deemed to have assented to action taken at such meeting as to any corporate action taken, unless an Elder who did not vote in favor of such action goes on record in the minutes as dissenting. In such a case, the dissenting director will not be deemed to having assented to the action taken.

5.16 REMOVAL OF AN ELDER

If a complaint is to be made by a member of OLC in good standing (including the Lead Pastor and current Elders), that a Elder has rejected one or more of the Articles of Faith of OLC as outlined in Article III the Oak Leaf Church Constitution or no longer meets the qualifications as outlined in Article 5.01 of the Oak Leaf Church Constitution, such complaint shall follow the guidelines presented in 1 Timothy 5:19, *“Do not admit a charge against an elder except on the evidence of two or three witnesses,”* and be subsequently attended to by at least two other Members and submitted in writing to the Lead Pastor or another Elder for prayerful action. Once a complaint has been submitted, a meeting between the Lead Pastor and the Board of Elders shall be scheduled wherein all parties shall be given the opportunity to ask questions and/or speak to the substance of the complaint. If deemed necessary, and upon a majority vote, the Board of Elders may request subsequent meetings. At the conclusion of the substance meetings, the Board of Elders must prayerfully consider the complaint for ten days, after which it shall meet to vote on the complaint. The Elder in question shall be excluded from the final meeting and the vote. All other Elders and the Lead Pastor must attend the final meeting and cast a vote even if they are only able to attend via telephone conference call, video teleconferencing or any similar technology that may be available. An unanimous vote of the Board of Elders is required to remove the Elder in question. If the vote is to remove the Elder, the removal shall be effective immediately. At any time in the process, the Elder in question may choose to resign from office in which case no further meetings of voting would be necessary. His position would remain vacant until a qualified nominee is approved by the Board of Elders and has completed the review process as stated in Oak Leaf Church Constitution Article 5.03.

ARTICLE VI OFFICERS

6.01 OFFICER POSITIONS

The officers of OLC shall be the Lead Pastor as President, and any other officers nominated by the Lead Pastor and approved by a majority vote of the Board of Elders. At a minimum, the officers of OLC shall include a President, Vice President(s), Secretary, and Treasurer. The Board of Elders may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

The Lead Pastor shall serve as the President and Chief Executive Officer of OLC and shall act as the moderator of the Board of Elders. The Lead Pastor may appoint another Elder to act as moderator. In the event of a vacancy in the office of Lead Pastor, the Secretary shall act as moderator. The moderator shall establish the agenda, protocol and rules of order for each meeting and shall conduct the meeting accordingly.

a. PRESIDENT/LEAD PASTOR

The Lead Pastor shall be in charge of all the ministries of OLC. The Lead Pastor shall oversee and control all of the business and day-to-day affairs of OLC. The Lead Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff and personnel so hired. The Lead Pastor shall be vested with the authority, subject to the rights, if any, under any contract of employment, to terminate any staff or personnel employment, with or without cause.

The Lead Pastor of OLC is responsible for leading OLC in accordance with Biblical principles. As such, the Lead Pastor shall be the leader of all OLC ministries, the Board of Elders, and all OLC advisory teams to accomplish the purposes and mission of OLC. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

b. VICE PRESIDENT(S)

When the Lead Pastor is absent, is unable to act, or refuses to act in his role as chairman of the Board of Elders, the Secretary shall act as Chairman of the Board of Elders, and the Vice President(s) shall perform the remaining duties of the Lead Pastor. When the Vice President(s) acts in place of the Lead Pastor, the Vice President(s) shall have all the powers of and be subject to all the restrictions upon the Lead Pastor. The Vice President(s) shall perform other duties as assigned by the Lead Pastor or Board of Elders.

c. TREASURER

The Treasurer of OLC shall:

- a. have charge and custody of and be responsible for all funds and securities of OLC;
- b. receive and give receipts for moneys due and payable to OLC from any source;
- c. deposit all moneys in the name of OLC in banks, trust companies, or other depositories;
- d. write checks and disburse funds to discharge obligations of OLC;
- e. maintain the financial books and records of OLC;
- f. prepare financial reports at least annually;
- g. perform other duties as assigned by the Lead Pastor or by the Board of Elders;
- h. perform all of the duties incident to the office of treasurer.

d. SECRETARY

The Secretary of OLC shall:

- a. give all notices as provided in the Bylaws or as required by law;
- b. take minutes of the meetings of the Members and of the Board of Elders and keep the minutes as part of the corporate records;
- c. maintain custody of the corporate records and of the seal of OLC;
- d. affix the seal of OLC to all documents as authorized;
- e. keep a register of the mailing address of each Elder, officer, and employee of OLC;
- f. maintain a systematic process for educating and communicating with Elders;
- g. perform duties as assigned by the Lead Pastor or by the Board of Elders;
- h. perform all duties incident to the office of Secretary.

6.02 ELECTION AND TERM OF OFFICE

The Lead Pastor of OLC shall hold office until he resigns, is removed or dies. Any other officer of OLC nominated by the Lead Pastor and approved by a majority vote of the Board of Elders, shall hold office until he resigns, is removed or dies.

6.03 REMOVAL

Any church officer, other than the President, may be removed at any time, with or without cause, by the Board of Elders. The President and Lead Pastor may only be removed pursuant to Article 5.08(a) of these Bylaws.

6.04 VACANCIES

A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office.

**ARTICLE VII
FINANCIALS AND PROCEDURES**

8.01 FISCAL YEAR

The fiscal year of OLC shall begin on the first day of January and end on the last day in December of each year. The fiscal year of OLC may be changed by resolution of the Board of Elders.

8.02 APPROVAL OF CONTRACTS AND LEGAL DOCUMENTS

The Lead Pastor and business administrator should have the ability to sign general business contracts and legal documents. However, only the Lead Pastor shall have the ability to sign legal contracts or documents, which involve incurring debt for the church.

8.03 SIGNATURE AUTHORITY

Check signing authority may be given to the Lead Pastor, business administrator, controller, and one employee outside the finance office. Signature authority cannot be given to the bookkeeper or individual that writes the checks and processes accounts payable.

8.04 BUDGET

The Board of Elders will create the annual budget before December 31 based on recommendations from the staff and/or a specific team formulated to guard stewardship and make financial recommendations. The budget will be made public and will be approved by the Board of Elders once the congregation has had to review it.

8.05 SALARIES

Individual staff salaries will be set and determined by the Lead Pastor on the recommendation of the Board of Elders's compensation studies and budget analysis. Questions regarding an individual staff or personnel's salary may be addressed privately with the Lead Pastor. Questions regarding the Lead Pastor's salary may only be addressed privately with a majority of the Board of Elders.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

8.01 INSURANCE

The Board of Elders may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including an Elder, officer, pastor, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability.

8.02 AMENDING THE BYLAWS

These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by the Board of Elders.

8.03 INDEMNIFICATION

All Elders & officers of OLC shall be indemnified by OLC against all costs and expenses incurred as penalties and judgments in connection with the performance of their duties, except for gross negligence or willful misconduct. In which cases OLC reserves the right to terminate and/or prosecute any Elder or officers who is found guilty of gross negligence or willful misconduct.

8.04 DISSOLUTION

The Board of Elders may determine to cease corporate activities of OLC and dissolve and liquidate OLC by a three-fourths vote. Upon dissolution of OLC, the Board of Elders shall pay or make provision for the payment of all of the liabilities of OLC, and shall thereafter dispose of all of the assets of OLC exclusively for the purposes stated in Article V of the Bylaws of Oak Leaf Church Canton, Inc. or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Elders shall determine.

8.05 CONTINGENT PROVISION

If any such assets are not so disposed of, the appropriate court of the county in which the principal Georgia office (or if none, the Georgia registered office) of OLC is then located shall dispose of such assets exclusively for the purposes stated in Article V of the Bylaws of Oak Leaf Church Canton, Inc., and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations within the meaning of Section 501(c)(3), as said court shall determine.

8.06 WEAPONS AND FIREARMS

In accordance with and pursuant to the provisions of the Georgia Safe Carry Protection Act and OCGA § 16-11-127(b) (4), as the governing body or authority of Oak Leaf Church as outlined in this document, we hereby approve and permit the carrying of weapons and long guns by license holders on the property of Oak Leaf Church.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Oak Leaf Church, Inc. and that the foregoing Bylaws constitute the Bylaws of the Oak Leaf Church, Inc. These Bylaws were duly adopted by a unanimous vote of the Board of Elders on the _____ day of _____, _____.

NAME: _____

SIGNATURE: _____ DATED: _____

[corporate seal]