

BYLAWS OF THE WORD CHURCH

A Nonprofit Corporation

INTRODUCTION

Foremost in the operation of this Corporation and Bylaws is the Word of God, as taught in Old and New Testaments of the Holy Bible. All provisions herein are declared to be subjected to the Word of God which is, to every possible extent, incorporated herein by reference as a whole or unless otherwise stated to be found in the King James Version or New American Standard Version, or other version of the Holy Bible generally accepted among Bible-believing congregation, churches, or fellowships throughout this nation or the reading together of these versions to produce an understanding of the truth of the saying of God to men as found in the Holy Bible.

ARTICLE I OFFICES

The principle office of the corporation, hereinafter referred to as the “Church,” shall be located at the address set forth in the Article of Incorporation. The Church may have other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

ARTICLE II TENETS OF FAITH AND DOCTRINE

We believe that Jesus Christ is the Son of the Living God. He died for our sins and on the third morning He rose for our justification. We believe according to scripture that accepting Christ as your Savior is the only way to Heaven.

ARTICLE III MEMBERSHIP

Section 1. Classes of Members. The membership of the Church shall be twofold: members of the congregation (nonvoting) and members of the Board of Directors (voting).

Section 2. The mere regular attendance and regular contribution to the Church shall in no way entitle any person to be an automatic member of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Church shall be managed by the Board of Directors (herein referred to as “the Board”), whose members shall have a fiduciary obligation to the Church.

Section 2. Number, Term, and Qualification. The number of Directors shall be no less than five (5), and shall have no maximum cap. The term of Board membership for all Directors except the Chairman (Senior Pastor) shall be for a minimum of two (2) years. The Chairman (Senior Pastor) shall have no maximum of minimum length, and he or she shall have the discretion to remove any Board member for: issues of morality as defined by the Holy Bible (refer to the Introduction), failure to adequately fulfill Board commitments or at the Chairman's (Senior Pastor) discretion.

Section 3. Meetings. The Board may hold meetings, both regular and special, either within or without the state of incorporation.

Section 4. Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by resolution of the Chairman (Senior Pastor).

Section 5. Special Meetings. Special Meetings of the Board shall be called by the Chairman (Senior Pastor) without necessity of any prescribed notice period.

Section 6. Quorum. At all meetings of the Board, at least one of the Directors in office shall be necessary to constitute a quorum for the transactions of business, and the acts of a majority of the Directors present at a meeting at which a quorum is constituted, when approved by the Chairman (Senior Pastor), shall be the acts of the Board of Directors. When a face-to-face meeting/quorum is unattainable, a virtual meeting, meeting by phone or similar communication through which all persons participating in the meeting can hear each other is permissible upon approval of the Chairman (Senior Pastor). If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present. No meeting of the Board shall take place without the Chairman (Senior Pastor) present, or without his/her documented, express permission. Such permission must be verified in written form.

Section 7. Chairman (Senior Pastor) Emergency Decisions. In emergency situations where an instant decision is required, the Chairman (Senior Pastor) holds the right to make an executive decision, without the consent or vote of the remaining Board members.

Section 8. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. However, no corporate act shall be in place or be authorized without the approval of the Chairman (Senior Pastor).

Section 9. Vacancies, Additions, Elections, and Removals. Any vacancy occurring in the Board, and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Chairman (Senior Pastor).

Section 10. Compensation. Directors shall not receive any salaries for their services.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairman (Senior Pastor), a Co-Chairman, and a Secretary. The Chairman (Senior Pastor) may also choose additional assistants as needed, for Board operations and appoint such other officers and agents as he/she shall deem necessary from time to time.

Section 2. Powers of Officers.

(a). *The Chairman/Senior Pastor:* Chairman (Senior Pastor) shall be the Chief Executive Officer of the Corporation, having general and active management power of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The word “Chairman,” wherever used in any document of this Corporation shall be taken to be and mean the words “Senior Pastor” of the Church. The Senior Pastor shall, at all times, simultaneously occupy the office of Chairman of the Board. The office of the Chairman shall, at all times, be held by the same single person as the Senior Pastor.

(b). *Duties of the Chairman:* As Senior Pastor, the Chairman shall officiate all commonly known duties, not limited to leading congregants of the Church in regular prayer and worship services, meetings, and Bible studies, and presiding over all meetings of the Board. The Chairman shall execute any necessary documents and instruments on behalf of the Corporation.

(c). *Successorship of the Chairman:* Any successor to the Chairman shall only come into existence at the appointment of the existing Chairman. The existing Chairman may appoint his successor to take office in by written instruction.

Section 3. Removal of Officers and Vacancy Replacements.

(a). *Removal of Directors/Officers:* The Directors and Officers of the Corporation shall hold office for at least 2 years, until their successors are appointed by the Chairman, with the advice of the Board. Any Directors or Officers, elected or appointed, may be removed at any time by the Chairman whenever, by his or her judgement, the best interests of the Church would be served thereby; such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

(b). *Removal of the Chairman:* However, the Chairman may not be removed except by voluntary resignation or for gross error, defined as deviation from the teachings of the Bible (Old and New Testament read together as a whole) which would tend to spiritually endanger and lead members of the fellowship away from the Lord, the God of the Bible. In the case of removal for gross error, the Chairman should have an opportunity to repent and undergo spiritual guidance and/or counseling, and then be restored to his or her position.

(c). *Successorship of the Chairman Due to Gross Error:* During the time of his or her absence, the apostolic covering of The Word Church shall be Bishop F. Josephus Johnson. He shall become the interim Chairman and CEO. No person shall be invited to

speak, teach, or minister in the Church without his approval. He shall be designated attorney-in-fact for the Church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord.

(c). ***Successorship of the Chairman Due to Death or Incapacitation:*** In the event of the death or *incapacitation* of the Chairman (Senior Pastor), Victory Rose Vernon shall become Chairman of The Word Church. She shall, inherently, serve as Senior Pastor and Chairman of the Board of Directors and shall exercise all associated powers. No person shall be invited to speak, teach, or minister in the Church without her express approval. She shall be designated attorney-in-fact for the Church and shall have the authority to appoint and approve any assistants/paid staff that would be necessary to properly carry out the work of the Lord. Victory Rose Vernon shall meet with the Elders of the Church and select the next Chairman, and the naming of a successor shall fall within her scope of authority. In the event of the simultaneous death or *incapacitation* of the Chairman (Senior Pastor) and his wife Victory Rose Vernon, Rainnell Vernon II shall immediately become Chairman (Senior Pastor). He shall, inherently, serve as Senior Pastor and Chairman of the Board of Directors and shall exercise all associated powers. No person shall be invited to speak, teach, or minister in the Church without his express approval. He shall be designated attorney-in-fact for the Church and shall have the authority to appoint and approve any assistants/paid staff that would be necessary to properly carry out the work of the Lord.

Section 4. Delegation of Powers.

(a). ***Delegating Powers to Other Board Members:*** In case of the absence of any Officer or Director of the Church, or for any other reason that may seem sufficient to the Board, the Chairman or Directors may delegate their duties and powers to any other officer, or to any director.

(b). ***Delegating Powers for Daily Operations:*** The Board shall annually approve the vision of the Church and the operational budget including the Senior Pastor's salary and benefit package and bonuses.

The Board shall transfer the daily operations of functions and financial expenditures to the Chairman and the full-time administrative team of the Church. Any expenditure of more than \$100,000 must be approved by the Board.

ARTICLE VI

INDEMNIFICATION, INSURANCE AND LIABILITY

INDEMNIFICATION OF CHURCH PASTOR, OFFICERS, DIRECTORS AND OTHER PERSONS

Section 1. The Church shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Church) by reason of the fact that the person

is or was the Church's pastor, a director or officer of the Church, or is or was serving at the request of the Church as a director, or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amount paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit, or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, to itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Church, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct unlawful.

ARTICLE VII

THE WORD CHURCH'S POSITION ON MARRIAGE AND ROMANTIC RELATIONSHIPS

We believe, as defined by our interpretation of the Scriptures, that marriage is between one man and one woman. We also believe that Christ is the foundation of marriage, and we consider marriage as a sacred and biblical union. As such, we will only officiate marriage ceremonies for those in the Christian faith who have completed our prerequisites for marriage, including courses and counseling. We reserve the right to refuse to marry those who have not adequately completed our prerequisites at the discretion of our premarital counselors or the Senior Pastor. We also reserve the right to remove any person from our paid staff, ministry teams, worship services, or daily activities whose romantic relationships and/or public behavior openly dishonors our interpretation of the Scriptures.

ARTICLE VIII

THE WORD CHURCH'S POSITION ON SEXUAL DISTINCTION AND FACILITY USAGE

We believe, as defined by our interpretation of the Scriptures that there is a clear distinction by God between biological men and biological women (**Genesis 5:2 (NLT2) He created them male and female, and he blessed them and called them "human."**)

As such, we reserve the right to delegate certain spaces for biological women and certain spaces for biological men such as bathrooms, changing areas, meetings, groups, events, etc., that are gender-focused or gender-specific.