



**AMENDED AND RESTATED BYLAWS OF
DAMASCUS ROAD COMMUNITY CHURCH, INC.
(a Maryland Nonprofit Religious Corporation)**

May 2007

Intentional blank page holder

Table of Contents

1	ARTICLE I: Offices	1
1.1	Principal Offices	1
1.2	Principal Place of Worship	1
1.3	Registered Office	1
2	ARTICLE II: Purpose	1
2.1	Our Mission	1
2.2	Our Vision.....	Error! Bookmark not defined.
3	ARTICLE III: Statement of Faith	1
3.1	The Bible.....	1
3.2	Triune God	1
3.3	Jesus Christ = Salvation	1
3.4	The Holy Spirit	2
3.5	Discipleship.....	2
3.6	God’s Church	2
3.7	The Second Coming.....	2
4	ARTICLE IV: Affiliation	2
5	ARTICLE V: Board of Elders	2
5.1	Responsibilities of Elders	2
5.2	Elder Criteria and Covenant.....	3
5.3	Selection Process	3
5.4	Term.....	3
5.5	Disqualification.....	4
5.6	Authority	4
6	ARTICLE VI: Members	4
6.1	Members	4
6.2	Qualifications of Membership in Damascus Road Community Church	4
6.3	Responsibilities of Members.....	4
6.4	Voting Rights of Members.....	5
6.5	Continuation of Membership	5
6.6	Cancellation of Membership.....	5
6.7	Administrative Action to Change Membership Status	5
6.8	Discipline of Members.....	5
6.9	Restoration of Membership after Termination	6
6.10	Guarding Confidential Information	6
7	ARTICLE VII: Transacting Church Business	6
7.1	Manner of Acting.....	6
7.2	Votes Required for Passage of an Action	6
7.3	Actions Requiring a Super-Majority.....	6
7.4	Notice Requirements for Transacting Church Business	6
7.5	General Meetings	6
7.6	Notice Requirements for Church Business Meetings	7
7.7	Special Meetings	7
7.8	Place.....	7

8	ARTICLE VIII: Board of Trustees	7
8.1	General Corporate Powers	7
8.2	Specific Powers.....	7
8.3	Responsibilities of Trustees	7
8.4	Trustee Criteria	8
8.5	Composition of the Board.....	8
8.6	Terms of Office.....	8
8.7	Elections of Members-at-Large	8
8.8	Resignations and Removals	8
8.9	Vacancies	8
8.10	Regular Meetings	9
8.11	Special Meetings	9
8.12	Notice of Meetings.....	9
8.13	Quorum	9
8.14	Manner of Acting.....	9
8.15	Compensation	9
8.16	Informal Action by Trustees	9
8.17	Meetings by Telephone.....	9
9	ARTICLE IX: Officers	9
9.1	Officers	9
9.2	Election and Term of Office	10
9.3	Resignation and Removal	10
9.4	Vacancies	10
9.5	President.....	10
9.6	Vice President	10
9.7	Treasurer	10
9.8	Secretary	10
9.9	Assistant Treasurers and Assistant Secretaries	11
10	ARTICLE X: Committees	11
10.1	Human Resource Committee	11
10.2	Financial Oversight Committee	11
10.3	Other Committees of Trustees	11
10.4	Advisory Committees	11
10.5	Limitations on Authority of Committees	11
10.6	Term of Office	12
10.7	Chairperson.....	12
10.8	Vacancies	12
10.9	Quorum	12
10.10	Rules	12
11	ARTICLE XI: Indemnification	12
11.1	Indemnification of Trustees and Officers	12
11.2	Employees and Agents.....	12
11.3	Bylaws Not Exclusive.....	12
11.4	Repeal or Modification of this Article	13
11.5	Definitions.....	13
11.6	Limitation.....	13
12	ARTICLE XII: Contracts, Checks, Deposits, Gifts and Proxies	13

12.1	Contracts	13
12.2	Checks, Drafts or Orders.....	13
12.3	Deposits.....	14
12.4	Gifts.....	14
12.5	Proxies.....	14
13	ARTICLE XIII: Books and Records	14
14	ARTICLE XIV: Corporate Seal.....	14
15	ARTICLE XV: Waiver of Notice.....	14
16	ARTICLE XVI: Ecclesiastical Powers	14
17	ARTICLE XVII: Amendments to Bylaws.....	15

Intentional blank page holder

AMENDED AND RESTATED BYLAWS OF DAMASCUS ROAD COMMUNITY CHURCH, INC. (a Maryland Nonprofit Religious Corporation)

1 ARTICLE I: Offices

1.1 Principal Offices

The principal office of the Corporation in the State of Maryland shall be located at 9886-B Main Street, Damascus, Montgomery County, Maryland, 20872 and may be changed from time to time by the Board of Trustees. The Corporation may have such other offices, within the State of Maryland, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

1.2 Principal Place of Worship

The principal place of worship of the Corporation shall be located at Damascus High School, 25921 Ridge Road, Damascus, MD, or such other place, within the State of Maryland, as the Board of Trustees may determine from time to time.

1.3 Registered Office

The Corporation shall have and continuously maintain in the State of Maryland a registered office, and a registered agent whose office is identical with such registered office, as required by the Maryland General Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of Maryland, and the address of the registered office may be changed from time to time by the Board of Trustees.

2 ARTICLE II: Purpose

Our Mission

Building homes of light by the power of the Lord Jesus Christ.

3 ARTICLE III: Statement of Faith

3.1 The Bible

The Bible (Old and New Testament) **is the inspired Word of God.** Therefore we submit our reason and will to the authority of Scripture. The Bible is our ultimate source for truth. It reveals the divine principles and purposes that guide every genuine Christian community; and it is the basis for teaching, correction and training in righteousness. The revelation of Jesus Christ and His church in the **New Testament** is the inspired fulfillment and final interpretation of all God revealed to Israel in the **Old Testament.** (Matthew 4:4; Hebrews 1:1-3; 4:12; 2 Timothy 3:15-17; 1 Peter 1:23-25; 2 Peter 1:19-21; 3:2; Isaiah 55:8-11)

3.2 Triune God

There is **one eternal, holy God**, infinite, personal and knowable, who has revealed Himself in the Trinity (tri-unity) of three distinct persons: God the **Father**, God the **Son** and God the **Holy Spirit**—each of Whom possesses all the attributes of deity. Our God is worthy of our complete trust, worship and obedience. (Genesis 1:1-2, 26; John 1:1-4; Deuteronomy 6:4-5; Hebrews 1:1-2; Matthew 28:19; 2 Corinthians 13:13; Ephesians 2:18, 22; Romans 8 portrays the interwoven work of the Trinity)

3.3 Jesus Christ = Salvation

Jesus Christ, the Son of God, fully human and fully divine, was born of a virgin and was sinless in nature and life. He died on the Cross bearing the penalty for our sins, then rose victorious over death from the grave. **The life, death and resurrection of Jesus Christ, plus nothing, is the**

Gospel: the one, all-sufficient basis of human salvation. Eternal life is God's gift of grace for all who trust in Jesus Christ as Savior and Lord. (Romans 6:23; 4:25-5:1; 3:20-26; Matthew 1:21-23; John 3:16-18, 36; 6:40; Isaiah 53:4-12; 2 Corinthians 5:14-21; 15:1-4; Ephesians 2:4-8; 2 Timothy 1:8-10; Hebrews 9:26-28; 1 Peter 2:24; 3:18; 1 John 5:10-13; Revelation 1:5-6)

3.4 The Holy Spirit

The **Holy Spirit** is our Comforter and Counselor who guides us into all truth. He convicts us of sin and the Savior. He then unites the believer to the Body to Christ [His church], making real and effective all that Christ promised in the believer's life. The power of the indwelling Holy Spirit enables us to obey and share the Lord Jesus Christ; calling us to purity, faithfulness and integrity in every area of our lives. The Holy Spirit also imparts gifts to every believer for works of ministry, but no one spiritual gift is the necessary evidence of salvation or of being filled with the Holy Spirit. (John 14:15-18; 16:7-15; Ephesians 1:13-14; 2:18, 22; 4:30; Romans 8:5-16; Acts 1:4-8; 2:38-39; Luke 11:13; Zechariah 4:6; 1 Corinthians 12:1-11)

3.5 Discipleship

Full devotion to Jesus as Lord is our joyful response to God's gift of salvation. **Genuine discipleship** to Christ flows from our security in Christ. It is the Spirit-led fruit of receiving Christ's salvation—never the root of salvation. Scripture teaches that our fruit (character and actions) is judged only to reveal the true root of our life (self or the Savior). The highest evidence of a life rooted in Christ is self-sacrificing love. (Matthew 7:16-24; 2 Corinthians 5:14-17; Ephesians 2:8-10; John 13:34-35; Romans 8:3-4; Galatians 5:16-25; Titus 2:11-14 and 3:4-8; Jude 3-4, 17-19; Revelation 22:12-17)

3.6 God's Church

We are a part of the **universal Body of Christ**—all those who trust Jesus as Lord and Savior. Every **congregation** gathered around the risen Lord and empowered by His Spirit for mutual growth, encouragement, evangelism, service and worship is a **local expression of Christ's universal church**. In obedience to Christ we express our faith in Him through the signs of the New Covenant: Believer's Baptism by immersion in water and celebration of the Lord's Supper. (Matthew 16:16-19; Ephesians 3:10-12; 4:4-6, 15-16; Colossians 1:18-24; 1 Corinthians 12:12-27; 1 Peter 2:4-10; Revelation 2-3; Matthew 26: 26-29; Luke 22:19-20; 1 Corinthians 11:23-26; Matthew 28:18-20; Romans 6:3-11)

3.7 The Second Coming

The Kingdom of God, ushered in by Christ at His first Advent, will be fully realized (visibly and physically) at **His Second Coming**. Christ will appear in glory to end human suffering, to resurrect the dead, to receive all those who are His and to destroy those who refuse His salvation. (Hebrews 9:26-28; Matthew 13:39-43; 24:27-31; 25:31-34; John 5:24-29; 6:39-40; 1 Corinthians 15:51-58; 1 Thessalonians 4:13-18; 2 Thessalonians 1:6-10; 2 Peter 2:6)

4 **ARTICLE IV: Affiliation**

Damascus Road Community Church is a non-denominational, evangelical Christian church. Recognizing the benefits of cooperation with like-minded churches, Damascus Road is a member of the Willow Creek Association and may enter into association with other evangelical organizations.

5 **ARTICLE V: Board of Elders**

The spiritual direction and oversight of the Damascus Road Community Church, with regard to both the corporation and the membership, is the responsibility of the Pastoral staff and the Board of Elders. The Board of Elders is herein referred to as "the Elders" in the remainder of this document.

5.1 Responsibilities of Elders

The Elders have ultimate responsibility and authority to:

- See that the church remains on a true course biblically. (II Timothy 3:14-17, I Timothy 4:13; Hebrews 4:12; 6:1-3; 2 Peter 1:10-11; 3:18)
- See that the body is being fed through sound biblical teaching. (1 Timothy 4:9-16; 5:17-22; II Timothy 4:2, Titus 2:1; 1 Peter 2:2-3)
- Guard against heresy and destructive division. (Acts 20:28-31, Titus 1:9; Titus 3:10-11; Romans 16:17; Ephesians 4:2-6)
- Carry out Biblical and redemptive correction and discipline. (Matthew 18:15-17; Galatians 6:1-8; 1 Corinthians 5; 2 Timothy 2:24-26)
- Insure that members are being appropriately shepherded. (I Peter 5:2; Acts 20:22-36; Hebrews 13:17; 1 Thessalonians 5:12-21)
- See that the life of the church is being well managed with the assistance of other competent and godly leaders. (I Timothy 5:17, Acts 6:3-4; 15:6; Ephesians 4:11-16; 1 Corinthians 12)
- Support the spiritual and physical well being of members through regularly praying for the sick and afflicted. (James 5:13-16; Ephesians 6:18; Philippians 1:3-6; Colossians 1:10; 1 Thessalonians 5:17)

5.2 Elder Criteria and Covenant

Elders must be:

- Members of Damascus Road Community Church (as specified in Article VI) who have attended regularly for one year;
- Models of the Biblical criteria established in 1 Timothy 3:1-7; 4:11-16; 5:17-22; Titus 1:5-9; 1 Peter 5:1-3; and Acts 20:27-32.; displaying the following Biblical characteristics:
 - **Wisdom:** A Godly and Biblical worldview that truly puts the Kingdom of God first.
 - **Maturity:** a Spirit-led stability in life-management, with own family and in other relational interactions; based on a long walk with Christ.
 - **Servant's Heart:** a humble, self-forgetful and sacrificial spirit rooted in a deep and long security in Christ' love.
 - **Apt to Teach:** able to handle the Word of God with integrity and balance; to lead others to Christ and disciple believers and respond to issues from a Scriptural base.
 - **Self-discipline:** in prayer, in health and lifestyle issues and in relationships.
 - **Discernment:** not hasty, naive or quick to judge or form opinions, but quick to listen and pray, slow to anger and slow to speak a judgment or opinion—recognizing the seriousness of spiritual leadership. Again, being immersed in Scripture is crucial.
 - **Courage:** a willingness to face tough issues and to mediate relational conflict impartially and with no favoritism. The desire for unity, faithfulness to God's call and redemptive healing guide this courage as the only bottom line issues (Galatians 1:10-11).
- Committed to attending at least seventy-five (75) percent of the Elders and Church Business meetings held during their term;
- Committed to living out the Elder Covenant.

5.3 Selection Process

The existing elders shall appoint new Elders as needed. Prior to an Elder's formal appointment, the Board of Trustees will discuss each selection. The Trustees may disapprove the appointment of any potential Elder with a simple majority vote. Any Elder serving also as a Trustee would not participate in this vote. Following Trustee confirmation, the congregation will be notified of an Elder-nominee for one month to allow for congregational input. At the end of this time, there will be a congregational confirmation/ordination of the new Elder(s).

5.4 Term

Ordained Teaching Pastoral staff serve as Elders during their employment. All other Elders serve terms beginning on July 1 each year. Each year the Elders shall elect a Chairperson. The Chairperson shall convene the meetings of the Elders and shall work closely with the Pastoral staff

to set the agenda and offer guidance in conducting the business of the Elders. The Elders shall conduct an annual self-evaluation process to reaffirm their call, to determine their effectiveness in carrying out their duties, and to recommit themselves to serve as Elders.

5.5 Disqualification

Elders can be disqualified from serving as Elders for a clear and confirmed violation of the Elder Covenant or a clear and confirmed violation of the Responsibilities and Criteria for Elders. The discipline of an Elder will be carried out using the same procedures as for Members described in Section 6.8.

5.6 Authority

The Elder's authority is corporate, not individual. The authority of any individual Elder is effective and binding only when it is exercised as the expression of the will of the collective Elders.

6 ARTICLE VI: Members

6.1 Members

Members of the Corporation shall consist of all active Members of Damascus Road Community Church according to the qualifications in this Article. The Corporation shall have two classes of Members: voting and non-voting. Non-voting Members have all the rights and privileges of Members with the exception of the right to vote.

Nothing in this Article VI shall be construed as limiting the right of the Corporation to refer to persons associated with it as "Members". No such reference, however, shall constitute any such person a "Member" within the meaning of Maryland Law, the Corporation's charter or these Bylaws. The Corporation may confer some or all of the rights of a Member as set forth in the Maryland Non-stock Corporations Law and these Bylaws upon any such person or persons.

6.2 Qualifications of Membership in Damascus Road Community Church

The following is a summary of qualifications for membership:

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism as a testimony of salvation and obedience—Baptisms performed at Damascus Road are done by immersion. If a person has been baptized by other means prior to attending Damascus Road, this requirement will be considered to be met if the Member candidate understood the significance of his/her baptism as an expression of personal faith in Jesus Christ as Savior and Lord.
3. Completion of the church's membership classes.
4. A signed Membership Covenant.

6.3 Responsibilities of Members

The responsibilities of Members are described in the Membership Covenant. Members are responsible for resolving conflict with all who attend Damascus Road in a God-honoring manner and according to Biblical principles.

Despite best intentions, differences of opinion and interpersonal conflict inevitably emerge within a church community and between believers (e.g. Acts 6:1, 15:1-2, 36-39). Avoidance is usually not the best answer to such matters, but peacemaking is (Phil. 4:2-3, Mat. 5:9). Therefore, adhering to the Biblical admonition to "make every effort to maintain the unity of the Spirit in the bond of peace," (Eph. 4:3) and to "pursue the things which make for peace" (Rom. 14:19), we hold Members responsible for resolving conflict using a process which is structured to encourage disagreeing parties to arrive at a mutually acceptable agreement of their own making. If this does not occur, the Elders have the biblical responsibility and authority to settle the matter by making the final decision using the following steps:

1. Individual Interaction - When a dispute erupts, the disputing parties will first attempt to resolve the problem by themselves.

2. Informal Peacemaking - If the matter is not resolved, an informal peacemaker—a Member of the congregation or an Elder—is asked to help facilitate a resolution between the parties.
3. If the disputing parties do not reach a mutually agreeable resolution as a result of any or all of the preceding phases, the Elders will develop a resolution and make the final decision.

6.4 Voting Rights of Members

Every Member 18 years of age and older shall have the right to vote on the following matters with respect to the Corporation:

- The annual budget;
- The selection of nine (9) Trustees to serve on the Board of Trustees for three year terms;
- The disposition of all or substantially all of the assets of the Corporation in the event that Damascus Road Community Church ceases operations;
- The merger or dissolution of the Corporation;
- The acquisition of real property and related indebtedness;
- Amendments to the Articles of Incorporation or Bylaws of the Corporation;
- The calling or removing of the Senior Pastor

Each voting Member is entitled to one vote. Voting by proxy is not allowed.

6.5 Continuation of Membership

Once a person has signed a Damascus Road Membership Covenant, they remain on the membership rolls of Damascus Road indefinitely.

6.6 Cancellation of Membership

A Member may cancel their membership at any time by sending a signed and dated request to the Damascus Road church office. If deemed necessary, the Elders reserve the right to communicate an appropriate statement regarding membership status or withdrawal of a staff Member, Elder or Trustee, according to Biblical guidelines, to protect the unity of the church and preserve the integrity of decisions made by remaining leaders.

6.7 Administrative Action to Change Membership Status

Damascus Road may change the membership status of a Covenant Member in cases where there has been a prolonged period (e.g., 6 months) of absence from active participation in the life of the congregation. Prior to taking this action, Damascus Road will make an attempt to establish contact with the non-participating Member to determine if there are steps that could be taken to re-activate their participation.

6.8 Discipline of Members

We understand that discipline is part of the discipling process. Grounds for church discipline include but are not limited to sexual immorality, unethical conduct, divisive conduct that disrupts the peace of the church, and heresy, (Mat. 18:15-17, Rom. 16:17, I Co. 5:1-13, II Thes. 3:6, 14, Eph. 5:11, I Tim. 5:20, Tit. 3:10). The ultimate purpose of such discipline is to help individuals throw off unchristian attitudes and practices by confronting the individual with their sin(s), and helping them return to their former spiritual well-being (II Cor. 2:5-9, Heb. 12:3-11, and Gal. 6:1).

The church discipline process follows the steps listed below, but only as far as is necessary to accomplish the purpose of discipline given above. The process will be terminated as soon as the matter is resolved. If the accused declines to participate at any step in the process, the Elders may take whatever action it determines appropriate as a result of its deliberations. If the accused is an Elder (I Tim. 5:19-20) or relative of an Elder, that Elder will not take part in these proceedings as a member the Elders and will not be counted in determining quorum. The steps are as follows:

1. The person harmed by or a witness to the misconduct of another shall privately bring the matter to the person accused of it (cf. Mat 18:15).
2. Unless the matter has been resolved, a private conference with the accused, accuser, and all others who can bear witness to the accuracy of the accuser's charges shall take place (cf. Mat 18:16).

3. Unless the matter has been resolved, the accuser and witnesses shall privately take the matter to the Elders.
4. Unless the matter has been resolved, the Elders shall provide the accused with an opportunity to appear in person before the Elders and answer his or her accusers, who shall also be present (cf. Deut. 19:15, Mat. 26:59-62, Acts 25:16)
5. Unless the matter has been resolved, the Elders may take whatever action they deem appropriate as a result of their deliberations, including termination of church membership, removal from office, and/or a recommendation to the Board of Trustees regarding termination of employment. An announcement regarding the matter will be made (Mat. 18:17), the details of which and to whom shall be left to the discretion of the Elders.

6.9 Restoration of Membership after Termination

Former Members whose membership has been terminated by the process described in Section 6.8 may request re-instatement of their membership status. Given the Biblical purpose of church discipline (see Section 6.8.), this request will be welcomed and considered by the Elders.

6.10 Guarding Confidential Information

The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 20:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our pastors and elders shall carefully protect all information that they receive through pastoral counseling, subject to the guidelines described in the church's confidentiality policy statement.

7 ARTICLE VII: Transacting Church Business

7.1 Manner of Acting

Voting by the membership shall take place by ballot distributed by the US Postal Service and via electronic mail. Valid ballots must be postmarked by the US Postal Service, time-stamped by electronic mail or received in the church office, if hand-carried, by the specified deadline. A return of no less than 25% of all ballots mailed is necessary to transact business.

7.2 Votes Required for Passage of an Action

The affirmative vote of a majority of those returning ballots shall be an official action of the Membership of Damascus Road unless that specific action requires a greater number of votes as required by law or these Bylaws in Section 7.3.

7.3 Actions Requiring a Super-Majority

The following actions require a super-majority (i.e., sixty-seven (67) percent) vote by the Members of Damascus Road:

- Calling the Senior Pastor;
- Adopting or amending a merger agreement;
- Disposing of all or substantially all assets of the Corporation; or
- Approving the election to wind up and dissolve the Corporation.

7.4 Notice Requirements for Transacting Church Business

Whenever Members are required or permitted to take any action, notice shall be given by United States mail to each Member identified as such on the Membership Roll postmarked no less than two (2) weeks prior to the deadline for returning ballots.

7.5 General Meetings

A general Church Business Meeting shall be held prior to the end of the fiscal year at such time as determined by the Board of Trustees. The purpose of this meeting shall be to present a proposed

annual budget, bylaw changes if any, and other business as may be timely and to hear comments on these issues.

7.6 Notice Requirements for Church Business Meetings

Notice shall be given of an upcoming Church Business Meeting by any two or more of the following media: electronic mail, posting on the church website, written announcement in the weekend worship bulletin and/or oral announcement from the pulpit at least seven (7) calendar days prior to the scheduled meeting.

7.7 Special Meetings

Special meetings may be called at any time by the Board of Trustees or the Senior Pastor for any purpose by giving notice to the Members in accordance with Section 7.6 of this Article.

7.8 Place

Church Business Meetings shall be held at the principal office of the Corporation or at such other place or places with the State of Maryland as may be designated from time to time by the Board of Trustees.

8 ARTICLE VIII: Board of Trustees

8.1 General Corporate Powers

Subject to the provisions and limitations of the Maryland Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

8.2 Specific Powers

Without prejudice to the general powers set forth above, and subject to same limitations, the Board of Trustees shall have the power to:

- Select and remove all unpaid officers and agents of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and
- Change the principal office or the registered office of the Corporation in the State of Maryland from one location to another, and designate any place within the State of Maryland for the holding of any meeting or meetings of the Board of Trustees; and
- Adopt, make and use a corporate seal and alter the form of the seal; and
- Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes in the Corporation's name, promissory notes and other evidences of debt and securities; and
- Exercise all other powers conferred by the Maryland Nonprofit Religious Corporation Law or other applicable laws.

8.3 Responsibilities of Trustees

Trustees must be:

- Committed to being a team player on the Board of Trustees and a morale builder in the congregation. Trustees have the responsibility and opportunity to carefully examine and question all issues on the agenda. Once a vote is taken on an issue, they should be united in support of that decision as congregational leaders.
- Committed to serving the Members they represent. This involves sharing accurate information to the Members, being a representative and advocate for Member concerns and congregational needs and being available to answer Members' questions and listen to their comments. Trustees will maintain confidentiality in regard to sensitive issues.
- A Member of Damascus Road Community Church, as defined in Article VI of the Bylaws, who has attended regularly for at least one (1) year and has exhibited a willingness to serve.

8.4 Trustee Criteria

Trustees must meet the following criteria:

- Members of Damascus Road who have attended regularly for one year;
- Committed to attending at least seventy-five (75) percent of Board of Trustee and Church Business meetings held during their term; and
- Possess general business/organizational skills and experience which serve the current needs of the congregation.

8.5 Composition of the Board

The Board of Trustees shall be comprised of:

- Three (3) standing members designated by the Senior Pastor;
- The Chairperson of the Human Resource Committee;
- The Chairperson of the Financial Oversight Committee;
- Any other chairperson of a standing committee that the Board of Trustees may establish; and,
- Nine (9) members-at-large elected by the congregation.

The number of Trustees may be increased or decreased from time to time by vote of the Membership of Damascus Road, provided that there shall be no less than five (5) members of the Board of Trustees and the number of elected Trustees is at least one greater than the number of appointed Trustees. Paid employees of the Corporation are not eligible to serve as members-at-large on the Board of Trustees.

8.6 Terms of Office

The Senior Pastor shall designate three standing members for one year terms at the beginning of each fiscal/ministry year (July - June.) The Committee Chairpersons serve one-year renewable terms (see Sections 10.1 and 10.2.) Members-at-large of the Board of Trustees are elected to serve for one, 3-year term, or until their death, removal, resignation or incapacity. Members-at-large are eligible to run for re-election for subsequent terms of office.

8.7 Elections of Members-at-Large

The election process will operate as follows: three months prior to the end of a Trustee's term, that Trustee will inform the Secretary of the Corporation regarding whether he/she would like to be considered for another term. The Secretary will inform the Board of Trustees of the names of Trustees up for re-election and number of vacancies. The Board of Trustees will solicit names of candidates for these vacancies from the congregation and review the list of nominees according to Trustee Membership Criteria, described in Section 8.4. Those names that meet the criteria will be submitted to a vote of the Members by ballot as per Section 7.1.

8.8 Resignations and Removals

Any Trustee may resign by filing a written resignation with the Secretary, such resignation to take effect on the date specified therein. Any Trustee may be removed based on a clear violation of Trustee Membership Criteria (Section 8.4.) by the vote of a majority of the Trustees present at a regular Board of Trustees' meeting or at a special meeting called for that purpose.

8.9 Vacancies

Vacancies on the Board of Trustees shall be filled as follows:

- **Appointed Trustees** - The Senior Pastor shall name a replacement to fill a vacancy in any of three standing positions on the Board of Trustees. Vacancies created by the resignation or removal of a Committee Chairperson will be filled by whomever is the successor to that position as appointed by the Board of Trustees (Section 10.7 and Section 10.8).
- **Mid-term vacancies of elected Trustees** - In the event a vacancy occurs in the Board of Trustees of a Member-at-Large before the end of that Trustee's term by reason of death, removal, resignation, incapacity or any other cause, the position shall remain vacant until the next annual election at which time the Members shall elect a Trustee to fill the remainder of the term. In the event that at any one time the number of vacancies among elected Trustees reaches three, the Board of Trustees will call for a mid-term election to fill

those vacancies. The Board of Trustees will follow the election process outlined in Section 8.7 with all deliberate speed.

8.10 Regular Meetings

A regular annual meeting of the Board of Trustees shall be held without other notice than this bylaw on the second Tuesday of July at the hour of 7:00 p.m. The Board of Trustees may provide by resolution the time and place, within the State of Maryland, for the holding of additional regular meetings of the Trustees without other notice than such resolution.

8.11 Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the President, the Senior Pastor or any two (2) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, within the State of Maryland, as the place for holding any special meeting.

8.12 Notice of Meetings

Notice of each meeting of the Board of Trustees, whether annual, regular or special, shall be given to each Trustee. If such notice is given either (a) by personally delivering written notice to a Trustee or (b) by personally telephoning such Trustee, it shall be so given at least two (2) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by transmitting an e-mail message or facsimile, in all cases directed to such Trustee at his/her residence or place of business, it shall be so given at least four (4) days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by these Bylaws or by statute, state the purpose or purposes thereof.

8.13 Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may vote only to adjourn the meeting.

8.14 Manner of Acting

Each Trustee is entitled to one vote. The vote of a majority of the Trustees present at a meeting at which a quorum is present shall be an official action of the Board of Trustees, unless that specific action requires a vote of the Members or a greater number of votes as required by law or by these Bylaws.

8.15 Compensation

Trustees, as such, shall not receive any compensation specifically for their services as Trustees.

8.16 Informal Action by Trustees

Any action required by law to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if consent in writing, including e-mail, shall be signed by all of the Trustees. The written votes of each Trustee will be included in the next scheduled meeting agenda and minutes.

8.17 Meetings by Telephone

Members of the Board of Trustees or any committee designated thereby may hold or participate in a meeting of the Board of Trustees or such committee by means of conference telephone or similar communications equipment provided that everyone participating in such meeting can hear each other at the same time.

9 ARTICLE IX: Officers

9.1 Officers

The Officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer, and such other officers

as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other Officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority to perform the duties prescribed, from time to time, by the Board of Trustees.

9.2 Election and Term of Office

The Officers of the Corporation shall be appointed annually by the Trustees at the annual meeting of the Board of Trustees. If the appointment of Officers shall not be held at such meeting, such appointments shall be made as soon thereafter as conveniently may be done. New Officers may be created and filled at any meeting of the Board of Trustees. Each Officer shall hold office until his/her successor shall have been duly appointed and shall have qualified.

9.3 Resignation and Removal

Any Officer may resign at any time by giving written notice thereof to the Board of Trustees. Such resignation shall take effect on the date specified therein and no acceptance of the same shall be necessary to render it effective. Any Officer appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

9.4 Vacancies

A vacancy in any office because of death, removal, resignation, incapacity, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

9.5 President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. (S)he shall be a Trustee. (S)he shall preside at all meetings of the Board of Trustees. (S)he may sign, with the Secretary or any other proper Officer of the Corporation, contracts or other instruments which the Board of Trustees has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other Officer or agent of the Corporation; and in general (s)he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

9.6 Vice President

All Vice Presidents shall serve on the Board of Trustees. In the absence of the President or in event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

9.7 Treasurer

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. (S)he shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Trustees.

9.8 Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance

with the provisions of these Bylaws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

9.9 Assistant Treasurers and Assistant Secretaries

If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary or by the President or the Board of Trustees.

10 ARTICLE X: Committees

10.1 Human Resource Committee

The Board of Trustees delegates the development and oversight of the staffing, compensation (salary and benefits) and performance evaluation policies for the employees of the Corporation to the Human Resource Committee (HRC), subject to the supervision of the Board of Trustees. The Board of Trustees shall select the Chairperson, establish criteria for membership on this committee and approve the names of members nominated to this committee.

10.2 Financial Oversight Committee

The Board of Trustees delegates the oversight of the financial management of Damascus Road to the Financial Oversight Committee (FOC), subject to the supervision of the Board of Trustees. The FOC is responsible for overseeing the annual budget preparation, tracking income and expense data as compared to the budget and monitoring the day-to-day fiscal activities delegated to the Church Administrator by the Board of Trustees. The Board of Trustees shall select the Chairperson, establish criteria for membership on this committee and approve the names of members nominated to this committee.

Authority - Revenues received in excess of budgeted amounts may be allocated at the FOC's discretion subject to approval from the Board of Trustees. Periodic adjustments to budget levels within a ministry may be made by the FOC without additional approvals. The Board of Trustees must approve any adjustments or reallocations from one ministry to another provided that any and all adjustments, within the fiscal year, in aggregate do not exceed 10% of the annual budget. Adjustments or reallocations from one ministry to another in excess of this 10% threshold must be approved by a vote of the membership.

10.3 Other Committees of Trustees

The Board of Trustees, by resolution adopted by a majority of the Trustees present at a meeting of the Board of Trustees at which a quorum is present, may designate and appoint one (1) or more other committees, each of which shall consist of two (2) or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the matters specified.

10.4 Advisory Committees

Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present.

10.5 Limitations on Authority of Committees

Notwithstanding anything contained herein to the contrary, no committee of the Board of Trustees shall have the authority to incur debt on behalf of the Corporation, to lend money, to adopt budgets or policies, to enter or approve contracts other than those entered into in the ordinary course of

affairs, to appoint or remove any Trustee, Committee member or Officer of the Corporation, to amend, alter, repeal or restate the Bylaws or the Articles of Incorporation of the Corporation; to adopt a plan of merger or a plan of consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; to authorize the voluntary dissolution of the Corporation or to revoke proceedings thereof; to adopt a plan for the distribution of the assets of the Corporation; or to amend, alter or repeal any resolution of the Board of Trustees. Any member of a committee of the Board of Trustees may be removed by a majority of the Trustees present at a meeting at which a quorum is present whenever in their judgment the best interests of the Corporation shall be served by such removal. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Trustees, or any individual Trustees, of any responsibility imposed upon it or him/her by law.

10.6 Term of Office

Each member of a committee serves until they resign from Committee membership, or resign from or lose Damascus Road membership, or are removed from the Committee by the Board of Trustees.

10.7 Chairperson

Chairpersons of committees are appointed by the Board of Trustees and serve at their pleasure.

10.8 Vacancies

Vacancies in the membership of any committee may be filled by appointments made by the Board of Trustees.

10.9 Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

10.10 Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws, rules adopted by the Board of Trustees, or law.

11 ARTICLE XI: Indemnification

11.1 Indemnification of Trustees and Officers

To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Trustee or Officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Trustee or Officer of the Corporation, the Corporation (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding upon receipt of an undertaking by or on behalf of the indemnified party, in form and substance satisfactory to the Corporation, to repay such amounts so advance as shall not ultimately be determined to be payable to him under Section 2-418(b) of the Maryland General Corporation Law.

11.2 Employees and Agents

The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Trustee or Officer.

11.3 Bylaws Not Exclusive

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Trustees, in a contract or in its Articles of Incorporation.

11.4 Repeal or Modification of this Article

Any repeal or modification of the foregoing provisions of the Articles of Indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

11.5 Definitions

As used in this Article XI, the following terms have the following meanings:

- **Act.** The term “act” means the Maryland General Corporation Law as it exists on the date these Bylaws are adopted, and as the Maryland General Corporation Law may be thereafter amended from time to time. In the case of any amendment of the Maryland General Corporation Law after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Maryland General Corporation Law permitted prior to the amendment.
- **Trustee or Officer.** The term “Trustee” or “Officer” means (i) a Trustee or Officer of the Corporation and (ii) while an individual is a Trustee or Officer of the Corporation, the individuals serving at the Corporation’s request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, and (iii) any other position (not with the Corporation itself) in which a Trustee or Officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the act.
- **Proceeding.** The term “proceeding” means any threatened, pending or complete action, suit, or proceeding whether civil, criminal, administrative or investigate, and whether formal or informal.
- **Code.** The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

11.6 Limitation

Notwithstanding any other provision of this Article XI, during any period that the Corporation is a “private foundation” within the meaning of §509 of the Code, or any corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgment, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of §4941 of the Code, to be a taxable expenditure within the meaning of §4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

12 ARTICLE XII: Contracts, Checks, Deposits, Gifts and Proxies

12.1 Contracts

The Board of Trustees may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

12.2 Checks, Drafts or Orders

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents

of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, Such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

12.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

12.4 Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

12.5 Proxies

The Board of Trustees may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may authorize such person(s) to execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as (s)he may deem necessary or proper in the circumstances.

13 ARTICLE XIII: Books and Records

The Corporation shall keep correct and complete books and records of account which must be reviewed annually by an external, impartial auditor, the results of which will be mailed to all Trustees. The Corporation shall also keep minutes of the proceedings of its meetings of the Board of Trustees and committees having any of the authority of the Board of Trustees at its principal or registered office.

14 ARTICLE XIV: Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the Board of Trustees. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

15 ARTICLE XV: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Maryland General Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

16 ARTICLE XVI: Ecclesiastical Powers

The Elders, by resolution adopted by no less than sixty-seven (67) percent of the total number of Elders, shall be empowered to issue and withdraw ministerial credentials, including without limitation, credentials sufficient to perform each and every one of the ecclesiastical and ceremonial activities, functions, and offices pertaining to the Gospel ministry. This includes, but is not limited to, the rites of baptism, marriage, communion, funeral and interment services. Such holders of

ministerial credentials may delegate any or all such powers to such assistants as deemed necessary or appropriate by the ministers/pastors or Elders in order to carry out the ecclesiastical and ceremonial functions of the congregation.

17 ARTICLE XVII: Amendments to Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a vote of the Members, as described in Section 6.4, in accordance with Section 7.1 by the affirmative vote of fifty-one (51) percent of the Members entitled to vote (see Article VI).