

**BYLAWS
OF
CORNERSTONE BAPTIST CHURCH OF
WILMINGTON, LLC**

Amended and Adopted the 2nd day of September 2012

Cornerstone Baptist Church
2730 Northchase Parkway SE
Wilmington, NC 28405

Scripture quotations, except those noted otherwise,
are taken from the New American Standard Bible (NASB)[®]
© 1960, 1962, 1963, 1968, 1971, 1972, 1973, 1975, 1977, 1995
by The Lockman Foundation
Used by permission (www.Lockman.org)

CONTENTS

ARTICLE	DESCRIPTION	PAGE
I	NAME AND LOCATION OF OFFICES	3
II	PURPOSE	3
III	AFFILIATION	3
IV	STATEMENT OF FAITH	3
V	CORPORATE MEMBERSHIP	5
VI	CHURCH MEMBERSHIP	6
VII	ELDERS	10
VIII	DEACONS	15
IX	OFFICERS	16
X	ORDINATION AND LICENSING	18
XI	SETTLEMENT OF DISPUTES	18
XII	OTHER PROVISIONS	18
XIII	RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS	19
XIV	CORPORATE RECORDS AND REPORTS	20
XV	DISSOLUTION	20
XVI	MISCELLANEOUS PROVISIONS	20
	CERTIFICATE	21

ARTICLE I – NAME AND LOCATION OF OFFICES

The name of this Corporation (“Corporation”) is Cornerstone Baptist Church of Wilmington, Inc. It is a North Carolina nonprofit religious Corporation with its principal offices in Wilmington, NC.

ARTICLE II – PURPOSE

This Corporation is organized for exclusively religious purposes (including charitable and eleemosynary purposes common to a pastoral church ministry as defined by the Bible). We have been formed:

1. To promote the worship of the Triune God – the Father, the Son, and the Holy Spirit – that men may know Him and make Him known.
2. To evangelize according to Christ’s commission as stated in MATTHEW 28:19(a).
3. To establish believers in the local church according to MATTHEW 28:19(b).
4. To equip the saints for the work of the ministry that they might be able to contend for the faith once delivered to the saints (MATTHEW 28:20; JUDE 3; EPHESIANS 4:11-16).

ARTICLE III – AFFILIATION

Cornerstone Baptist Church is an autonomous Baptist church, independent of external ecclesiastical control. It may associate in fellowship with those of like faith and practice, and may declare itself in agreement with others in a common cause; however, such associations cannot be construed as bringing this church under the authority of any group outside itself.

ARTICLE IV – STATEMENT OF FAITH

From the time of the Apostles to today, Christians have laid out doctrine (beliefs) in brief, definitive statements. As those who know God, we believe it is necessary to set forth in a concise fashion the cornerstone truths of our church as guided by Scripture. Our Statement of Faith summarizes essential Christian beliefs, shows unity in Christ, and guards the church from error.

All who join Cornerstone Baptist Church are required to affirm our Statement of Faith. Once we as members agree to the statement, we are responsible for believing and living in accordance with it.

1. **OF THE SCRIPTURES** – We believe that the Holy Bible was written by men divinely inspired, and is a perfect treasure of heavenly instruction; that it has God for its author, salvation for its end, and truth without any mixture of error for its matter; that it reveals the principles by which God will judge us; and therefore is, and shall remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and opinions should be tried.
2. **OF THE TRUE GOD** – We believe that there is one, and only one, living and true God, an infinite, intelligent Spirit, whose name is YAHWEH, the Maker and Supreme Ruler of heaven and earth; inexpressibly glorious in holiness, and worthy of all possible honor, confidence, and love; that in the unity of the Godhead there are three persons - the Father, the Son, and the Holy Spirit; equal in every divine perfection, and executing distinct but harmonious offices in the great work of redemption.
3. **OF THE FALL OF MAN** – We believe man was created innocent and pure in the image of God; that our forefather Adam fell as a result of the willful sin of disobedience; in consequence of

which all mankind are now sinners, not by constraint but choice; being by nature utterly void of that holiness required by the law of God, positively inclined to evil; and therefore under just condemnation to eternal ruin, without defense or excuse.

4. OF THE WAY OF SALVATION – We believe that the salvation of sinners is wholly of grace; through the mediatorial offices of the Son of God; who by appointment of the Father, freely took upon Him our nature, yet without sin; honored the divine law by His personal obedience, and by His death made a full atonement for our sins; that having risen from the dead He is now enthroned in heaven; and uniting in His wonderful person the most tender sympathies with divine perfections, He is every way qualified to be a suitable, a compassionate, and an all-sufficient Savior.
5. OF JUSTIFICATION – We believe that the great gospel blessing which Christ secures to such as believe in Him is justification; that justification includes the pardon of sin and the promise of eternal life on principles of righteousness; that it is bestowed, not in consideration of any works of righteousness that we have done, but solely through faith in the Redeemer's blood; by virtue of which faith His perfect righteousness is freely imputed to us by God; that it brings us into a state of most blessed peace and favor with God and secures every other blessing needful for time and eternity.
6. OF THE FREENESS OF SALVATION – We believe that the blessings of salvation are made free to all by the gospel; that it is the immediate duty of all to accept them by a cordial, penitent, and obedient faith; and that nothing prevents the salvation of the greatest sinner on earth, but his own inherent depravity and voluntary rejection of the gospel; which rejection involves him in an aggravated condemnation.
7. OF GRACE IN REGENERATION – We believe that, in order to be saved, sinners must be regenerated, or born again; that regeneration consists in giving a holy disposition to the mind; that it is effected in a manner above our comprehension by the power of the Holy Spirit, in connection with divine truth, so as to secure our voluntary obedience to the gospel; and that its proper evidence appears in the holy fruits of repentance, and faith, and newness of life.
8. OF REPENTANCE AND FAITH – We believe that repentance and faith are sacred duties, and also inseparable graces, wrought in our souls by the regenerating Spirit of God; whereby being deeply convinced of our guilt, danger and helplessness, and of the way of salvation by Christ, we turn to God with unfeigned contrition, confession, and supplication for mercy; at the same time heartily receiving the Lord Jesus Christ as our Prophet, Priest, and King, and relying on Him alone as the only and all-sufficient Savior.
9. OF GOD'S PURPOSE OF GRACE – We believe that election is the eternal purpose of God, according to which He graciously regenerates, sanctifies, and saves sinners; that being perfectly consistent with the free agency of man, it comprehends all the means in connection with the end; that it is a most glorious display of God's sovereign goodness, being infinitely free, wise, holy, and unchangeable; that it utterly excludes boasting, and promotes humility, love, prayer, praise, trust in God, and active imitation of His free mercy; that it encourages the use of means in the highest degree; that it may be ascertained by its effects in all who truly believe the gospel; that it is the foundation of Christian assurance; and that to ascertain it with regard to ourselves demands and deserves the utmost diligence.
10. OF SANCTIFICATION – We believe that sanctification is the process by which, according to the will of God, we are made partakers of His holiness; that it is a progressive work; that it is begun in regeneration; and that it is carried on in the hearts of believers by the presence and power of the Holy Spirit, the Sealer and Comforter, in the continual use of appointed means, especially, the Word of God, self-examination, self-denial, watchfulness, and prayer.

11. OF THE PERSEVERANCE OF THE SAINTS – We believe that such only are real believers as endure unto the end; that their persevering attachment to Christ is the grand mark that distinguishes them from superficial professors; that a special providence watches over their welfare; and that they are kept by the power of God through faith unto salvation.
12. OF THE LOCAL CHURCH – We believe that a visible church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the ordinances of Christ; governed by His laws; and exercising the gifts, rights, and privileges invested in them by His word; that its only Scriptural offices are Elders or Pastors, and Deacons, whose qualifications, claims, and duties are defined in the Epistles to Timothy and Titus.
13. OF BAPTISM AND THE LORD’S SUPPER – We believe that Christian baptism is the immersion in water of a believer, in the name of the Father, and Son, and Holy Spirit; to show forth in a solemn and beautiful emblem, our faith in the crucified, buried, and risen Savior, with its effect, in our death to sin and resurrection to a new life; and that it is prerequisite to the privileges of a church member; and we believe that in partaking of the Lord’s Supper, by the sacred use of the bread and the cup, we are commemorating together the dying love of Christ and are eagerly awaiting his return.
14. OF MARRIAGE – We believe that God Himself established the institution of marriage and defined marriage as the union between one man and one woman for life. Jesus Christ also honored the institution and definition of marriage and the rest of the New Testament is consistent in defining this union as one man and one woman for life. In keeping with this conviction, we believe that any sexual activity outside the institution of marriage is disobedience before God.
15. OF THE RIGHTEOUS AND THE WICKED – We believe that there is a radical and essential difference between the righteous and the wicked; that such only as through faith are justified in the name of the Lord Jesus Christ, and sanctified by the Spirit of our God, are truly righteous in His esteem; while all such as continue in impenitence and unbelief are in His sight wicked, and under the curse; and this distinction holds among men both in and after death.
16. OF THE WORLD TO COME – We believe that the end of the world is approaching; that at the last day Christ will descend from heaven, and raise the dead from the grave to final retribution; that a solemn separation will then take place; that the wicked will be adjudged to endless punishment, and the righteous to endless joy in the presence of God; and that this judgment will fix forever the final state of men in heaven or hell, on principles of righteousness.

ARTICLE V – CORPORATE MEMBERSHIP

SECTION 1 – CORPORATE MEMBERS

The Corporation shall have no corporate members as defined in § 55A-1-40 (16) of the North Carolina Nonprofit Corporation Act. Any action that would otherwise require approval by a majority of all members shall only require majority approval of the Board of Elders. All rights that would otherwise vest in the members shall vest in the Board of Elders.

SECTION 2 – MEMBERS OF THE FELLOWSHIP

Nothing contained in Section 1 of this ARTICLE shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as “members” even though such persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a

member, within the meaning of ARTICLE VI of the North Carolina Nonprofit Corporation Act. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the North Carolina Nonprofit Corporation Act, upon any person or persons who do not have the right to vote for the election of officers or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of ARTICLE VI of the North Carolina Nonprofit Corporation Act.

ARTICLE VI – CHURCH MEMBERSHIP

SECTION 1 – PURPOSE OF THE FELLOWSHIP

The congregation of Christian believers who have applied for membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in ARTICLE II – of these Bylaws.

SECTION 2 – MEMBERSHIP QUALIFICATIONS

Membership in Cornerstone Baptist Church shall be open to all persons who confess Christ as their Lord and Savior and who have been baptized.

SECTION 3 – APPLICATIONS FOR MEMBERSHIP

All requests for membership shall be made to an Elder or Deacon. Upon making such a request, the person shall be given an application for membership, along with a copy of the Bylaws. An Elder or Deacon shall meet with the applicant following receipt of the application. Each applicant shall agree to the Statement of Faith, subscribe to the Bylaws, and shall affirm their agreement and subscription before one or more designated members of the Board of Elders.

SECTION 4 – ADMISSION OF APPLICANTS

The acceptance of applicants as members of the fellowship shall be determined by the Board of Elders. Applicants admitted to the membership shall, if possible, present themselves at a worship service designated by the Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as members.

SECTION 5 – DENIAL OF MEMBERSHIP

Reasons for denial of membership include, but are not limited to: a determination by the Board of Elders that the person does not confess Jesus Christ as his or her Lord and Savior, a lack of evidence of a godly lifestyle, or unwillingness to agree with the statement of faith or these Bylaws. The decision made by the Board of Elders shall be final and there shall be no appeal to any court of law, board or committee of Cornerstone Baptist Church from that decision.

SECTION 6 – REMOVAL OF MEMBERSHIP

A person's membership may be removed in the following situations:

- 1) An individual's membership will be removed upon death.

- 2) An individual's membership may be removed by the Board of Elders by the process of church discipline defined in SECTION 8 – of this Article.
- 3) An individual's membership may be removed by that individual upon request, provided that the individual is not under discipline as defined in SECTION 8 – of this Article.
- 4) An individual's membership may be removed if they have not attended a worship service or any other meeting of the church for a period of six months or longer. An attempt to notify the individual shall be made prior to removal.

SECTION 7 – RESPONSIBILITIES OF MEMBERS

Members shall seek to exercise their spiritual gifts for the mutual benefit of all the church body and shall submit to the loving oversight of the Elders. All members shall enter into the following covenant upon admission:

Having professed faith in Jesus Christ as our sole hope of salvation and having been baptized in obedience to His command, we do now commit to enter into fellowship with the members of Cornerstone Baptist Church as one body in Christ.

As members of this local body we will endeavor to do the following, by the aid of the Holy Spirit and with an ultimate view to God's glory:

We will walk in unity: having one purpose – God's glory; one salvation – in God's Son; One authority – God's Word; One community – God's church.

We will extend sacrificial love and service to this body, remembering each other in prayer, and tending to one another as we would our own body, not forsaking the assembly of ourselves together.

We will seek to promote the growth of the whole body in Christian knowledge, holiness and comfort; and to contribute joyfully, as faithful stewards of the resources God gives, in the measure that Christ prospers.

We will seek, by Divine aid, to live carefully in the world, denying ungodliness and worldly lusts, and remembering that, as we have been voluntarily buried by baptism and raised again from the symbolic grave, so there is on us a special obligation now to lead a new and holy life.

We will give and receive admonition with meekness and affection; submitting to the Scriptures and to the leadership of this church. We will place all confidence in the Word of God- teaching the Bible to our children and our children's children. We will seek the salvation of Christ's sheep, to walk carefully in the world to the end that we may further the cause of Christ and promote the gospel.

We will, when we move from this place, as soon as possible, unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.

We will aim to do all these things and all the Scriptures ask of us for His Glory and His alone.

SECTION 8 – VOTING PRIVILEGES

Membership in Cornerstone Baptist Church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the members on those matters required by these Bylaws or those that the Board of Elders chooses to submit to the church membership for a vote. In such cases, voting privileges are restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their sixteenth (16th) birthday. Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir, or devisee.

SECTION 9 – CHURCH DISCIPLINE

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 CORINTHIANS 5:6), to edify believers by deterring sin (1 TIMOTHY 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a Biblical standard of doctrine and conduct (GALATIANS 6:1).

Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to MATTHEW 18:15-18.

Before such dismissal, however:

- (A) It shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then:
- (B) The warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals (including an Elder if desired) who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval. If the erring individual still refuses to heed this warning, then:
- (C) It shall be brought to the attention of the Board of Elders. If the Board of Elders determines – after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including MATTHEW 18:15-18 and 1 TIMOTHY 5:19 – that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Board of Elders shall inform the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then:
- (D) He or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.
- (E) Notwithstanding the foregoing, the Board of Elders in the exercise of its discretion may proceed directly to the third stage of church discipline (i.e. the informing of the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline (i.e. the dismissal

from the fellowship and/or membership of the church) when one or more of the following have occurred:

- a. Where the transgression and the refusal to repent have been public, i.e., to the offense of the whole church (1 CORINTHIANS 5:1-5);
- b. Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Elders, and then has chosen to disregard the direction and reproof of the Elders (ROMANS 16:17); or
- c. Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (TITUS 3:10-11).

There shall be no appeal, by the members of this church, or any other professing Christians who regularly attend or fellowship with this church, to any court of law or board or committee of Cornerstone Baptist Church because of dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraphs, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

Separate and apart from the process of church discipline, but subject to the discretion and approval of the Board of Elders, a member, non-member regular attendee, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

SECTION 10 – REGULAR MEETINGS

Cornerstone Baptist Church intends to hold member meetings each quarter with the annual meeting in the month of December. The frequency and timing of such meetings may be adjusted at the discretion of the Board of Elders. Such meetings shall be held at the principal office of the church. At such regular meetings, the members shall consider reports of the affairs of the Corporation and transact such other business as the Board of Elders determines shall be brought before the meeting. The quarterly meetings are intended to be held as follows:

Second Sunday night in March
Second Sunday night in June
Second Sunday night in September
Second Sunday night in December

SECTION 11 – SPECIAL MEETINGS

Special meetings of the members may be called at any time by order of the Chairman of the Board of Elders, by a quorum of the members of the Board of Elders, or by the Chairman of the Board of Elders in response to a request in writing submitted by five (5) active members of the church who are in good standing and not under any disciplinary action, provided such request states specifically what those members wish to be brought before the congregation.

SECTION 12 – NOTICE OF MEETINGS

Should the member meetings differ from those noted in SECTION 10 – of this Article, notice of regular meetings shall be given from the pulpit for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin for two successive Sundays prior to such meeting. Notice of special meetings shall be given from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting.

SECTION 13 – VOTING RIGHTS

Those admitted to church membership do not constitute a legislative body, nor do they constitute members of the Corporation, and they cannot vote, pass resolutions binding upon the Corporation, nor shall they have any equity in the real property of the Corporation. Said property of the Corporation is dedicated to religious and charitable purposes as outlined in the Articles of Incorporation.

SECTION 14 – QUORUM

At all meetings of the members, whether regular or special, the members present shall constitute a quorum for the transaction of business.

SECTION 15 – ORDER OF BUSINESS

All meetings of the members, whether regular, special, or adjourned, shall be moderated by the Chairman of the Board of Elders or his designee.

The Chairman shall be responsible to have a copy of Robert's Rules of Order available for reference, if necessary, and shall, prior to the commencement of the meeting, appoint a member to serve as parliamentarian.

It is the duty of the moderator to conduct the business meetings in accordance with these Bylaws.

Robert's Rules of Order will serve as a guide to the moderator and the Body, so that business may be conducted in an orderly fashion.

ARTICLE VII – ELDERS

SECTION 1 – DEFINITION AND QUALIFICATIONS

According to the New Testament (1 TIMOTHY 3:1-13 and TITUS 1:6-9), the local church is to have two offices, the first being the office of elder. An elder is first and foremost a shepherd of God's people. Each member of the Board of Elders must be an active member of this church and possess the qualifications described in 1 TIMOTHY 3:1-7 and TITUS 1:6-9.

SECTION 2 – AUTHORITIES

Subject to the Articles of Incorporation and these Bylaws and of pertinent restrictions of the North Carolina Nonprofit Corporation Act, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Elders ("Elders" or "Board"), who are responsible for shepherding

and having oversight of the flock. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to other powers enumerated by these Bylaws:

- (A) To select and remove all the officers, agents, pastors, staff, and employees of the Corporation; prescribe such duties for them consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws; and fix the terms of their offices and their compensation. Any person receiving compensation directly or indirectly from Cornerstone Baptist Church shall not be in a position to determine the nature or amount of said compensation.
- (B) To make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation and to make such rules and regulations consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (C) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.
- (D) To establish policies and practices for the church consistent with the purposes of this Corporation.
- (E) To assist the Pastor in the administration of the ordinances of baptism and communion.
- (F) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, or other evidences of debt and securities.
- (G) To carry on a business and apply any such profit that results from the business activity in which it may legally engage.

SECTION 3 – NUMBER OF ELDERS

In accordance with the provisions of Section 55A-8-03 of the North Carolina Nonprofit Corporation Act, the authorized number of Elders (Directors of the Corporation) shall not be less than three (3) and may be as many as are qualified and willing to serve, until changed by an amendment to the Articles of Incorporation or by an amendment to these Bylaws.

SECTION 4 – TYPES OF ELDERS

The Board of Elders shall be composed of two types of Elders, Lay Elders and Staff Elders:

- (A) Lay Elders – Lay Elders shall serve the church as set forth herein for Elders and they shall not receive any stated or fixed salary for their service as a Lay Elder. However, nothing herein contained shall be construed to preclude any Lay Elder from serving the Corporation in any other capacity and receiving compensation.
- (B) Staff Elders – Staff Elders shall serve the church as set forth herein for Elders and they may receive compensation for their service as a Staff Elder. The Staff Elders shall be composed of one Senior Pastor and as many Associate Pastors as the Board of Elders deems necessary.
 - a. Senior Pastor - The Senior Pastor shall arrange for and typically conduct all public and regular services of the church. In the absence of the Senior Pastor, the Board of Elders shall be responsible to arrange for the public and regular services of the church.

- b. Associate Pastor(s) – The church may call additional pastors whose relationship to the Senior Pastor is that of associate. Associate Pastors shall assist the Senior Pastor in his duties in any way the Board of Elders deem fit. They shall assist the Senior Pastor (or Board of Elders) in arranging for all public and regular services of the church and assist in the general oversight of the spiritual welfare of the church.

SECTION 5 – NOMINATION, SELECTION, AND TENURE OF OFFICE

Recommendations to fill the office of Elder shall be requested once a year from all church members. A nominating committee consisting of not less than three (3) Elders shall be appointed by the Board of Elders, who will also designate a chairman of the committee. This committee shall review all nominations and determine each nominee's qualifications. A proposed slate of nominees prepared by the nominating committee shall then be submitted to the Board of Elders, along with any relevant comments. Initial nominations will be given to the congregation from the Governing Board. Upon congregational approval of three or more elders the Governing Board will be dissolved.

The Board of Elders shall then approve, disapprove, or modify the list of nominees. The Secretary shall publicly post the nominees approved by the Elders in alphabetical order at least three weeks prior to a meeting of the church members. At this meeting, the nominees shall be presented individually to the members to affirm the decision of the Elders. Each affirmation shall be by at least 85% of all the votes cast by the members. Newly elected Elders shall assume office immediately.

Lay Elders shall serve a term for three years. Prior to the conclusion of this term each lay elder shall be evaluated with respect to qualification. If approved by the Board and affirmed by the church, a lay elder may choose to continue to serve. There are no limits to the number of terms a lay elder may serve, consecutive or otherwise.

Each Staff Elder shall remain in office an indefinite period of time subject to the following reservations:

- (A) The Board reserves the right to dismiss a Staff Elder upon giving him one month's notice of its intention to dismiss.
- (B) A Staff Elder must give one month's notice if he intends to resign.
- (C) The time limit of a Staff Elder's resignation or dismissal is subject to a lesser time if both the Staff Elder and the Board of Elders by mutual agreement provide otherwise.
- (D) The Board of Elders has the right to place a Staff Elder on immediate paid sabbatical.

SECTION 6 – REMOVAL AND RESIGNATION

An Elder may be removed from office at any regular or special meeting of the Board if he is found to be physically or mentally incapacitated or spiritually unqualified (according to the pertinent Scripture, including 1 TIMOTHY 3:1-7 and TITUS 1:6-9), after thorough corroborating investigation by the Elders, in accordance with the procedures prescribed by pertinent Scripture, including MATTHEW 18:15-18 and 1 TIMOTHY 5:19. When an Elder is removed because of sin that is deemed sufficient to disqualify him from shepherding, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a regularly scheduled worship service as prescribed in 1 TIMOTHY 5:20.

Subject to the provisions of Sections 55A-8-07 through 55A-8-11 of the North Carolina Religious Corporation Act, any Elder may resign effective upon giving written notice to the Chairman or Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time.

SECTION 7 – VACANCIES

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Elder, or if a need exists.

No reduction of the required minimum number of Elders shall have the effect of removing any Elder prior to the expiration of the Elder's tenure of office.

SECTION 8 – PLACE OF MEETINGS

Notwithstanding anything to the contrary provided by these Bylaws, any meeting (whether regular or special) of the Board of Elders of the Corporation may be held at any place within or without the State of North Carolina.

SECTION 9 – REGULAR MEETINGS

Regular meetings of the Board of Elders are intended to be held monthly, although this frequency may be modified at the discretion of the Board of Elders. The time, date, and location of regular meetings shall be made available to church members. Regular meetings of the Board of Elders shall be open to church members; however, the Board of Elders may go into closed session as they deem necessary.

SECTION 10 – SPECIAL MEETINGS

Special meetings of the Board of Elders may be called at any time by order of the Chairman of the Board of Elders or by a quorum of the members of the Board of Elders. Special meetings shall not be open to church members unless specifically noted and notification of church members is not required.

In accordance with the provisions of Section 55A-8-22 of the North Carolina Nonprofit Corporation Act, special meetings of the Board of Elders shall be held upon at least four (4) days notice by first-class mail or at least forty-eight (48) hours notice given personally, by telephone, e-mail, or other similar means of communication. If unanimous agreement exists within the Board of Elders to hold the meeting earlier, this notification requirement may be waived. Any such notice shall be addressed to each Elder or at such Elder's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Elder for such purpose of notice.

SECTION 11 – QUORUM

Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Elders in office shall constitute a quorum, provided such majority shall constitute either two-thirds of the authorized number of Elders or at least two (2) Elders, whichever is larger, or unless the authorized number of Elders is only one. A majority of the Elders present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the

North Carolina Nonprofit Corporation Act may provide, the act or decision done or made by the Elders present at a meeting duly held at which a quorum is present shall be the act of the Board of Elders.

SECTION 12 – PARTICIPATION IN MEETINGS BY TELE-CONFERENCE

Members of the Board of Elders may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can effectively communicate with one another.

SECTION 13 – ADJOURNMENT

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elders' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

SECTION 14 – ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Elders may be taken without a meeting if all members of the Board of Elders shall individually or collectively assent in writing to a duly prepared resolution to such actions. Such consent or consents shall have the same effect as a unanimous vote of the Board of Elders and shall be documented by attaching the signed resolution with the minutes of proceedings of the Board of Elders.

SECTION 15 – DECISIONS OF THE BOARD OF ELDERS

Decisions of the Board of Elders shall be reached after prayerful consideration in a spirit of humility and, whenever possible, by unanimous vote, with each Elder regarding one another before himself. At the minimum, decisions shall be established by a two-thirds majority.

SECTION 16 – COUNCILS AND COMMITTEES OF THE BOARD

To promote efficient handling of Board matters, the Board of Elders may appoint various councils and committees from within its membership, the staff, and from the church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Board of Elders, and shall exist for the period specified by the Board of Elders. The general functions of councils and committees are:

- (A) To bring considered recommendations to the Board of Elders concerning ministries.
- (B) To provide a wider base of counsel to the Elders having the oversight of specific ministries.

Committees of the Board may be appointed by resolution passed by the Board and shall have such powers as may be expressly delegated to it by resolution of the Board of Elders, except with respect to:

- (A) The approval of any action for which the North Carolina Nonprofit Corporation Act also requires member's approval (meaning the Act requires approval by the Board as a whole).
- (B) The filling of vacancies on the Board or on any committee.

- (C) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (D) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or subject to repeal.
- (E) The appointment of other committees of the Board or the members thereof.
- (F) The approval of any transactions related to any members of the committee who are party to the transaction.

Unless the Board of Elders or such committee shall otherwise provide, the regular and special meetings and other actions of such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board of Elders.

ARTICLE VIII – DEACONS

SECTION 1 – DEFINITION AND QUALIFICATIONS

The second office in the New Testament (1 TIMOTHY 3:1-13) is that of deacon. As the name implies, a deacon is first and foremost a servant to the body of Christ. Each Deacon must be an active member of this church and evidence the qualifications described in 1 TIMOTHY 3:8-13.

SECTION 2 – DUTIES

The Deacons shall serve under the guidance and direction of the Board of Elders. Typical duties of a Deacon may include:

- (A) Preparing the Communion elements.
- (B) Assisting in the care of the sick and needy.
- (C) Administering and approving requests for benevolence, in accordance with the benevolence policy of the church.
- (D) Performing other duties as assigned by the Board of Elders.

SECTION 3 – NUMBER OF DEACONS

The number of Deacons shall not be less than two (2), and may be as many as are qualified and willing to serve.

SECTION 4 – NOMINATION, SELECTION, AND TENURE OF OFFICE

When a vacancy exists in the office of Deacon, the Board of Elders shall solicit recommendations to fill the office of Deacon from all church members. The Board shall then propose a list of nominees. The Secretary shall publicly post the nominees approved by the Elders in alphabetical order. Church members shall have a period of three (3) weeks to provide comments to the Board of Elders regarding the proposed list of nominees. Following this comment period, the Board of Elders may appoint any of the nominees to the office of Deacon. Initial nominations will be given to the congregation from the Governing Board and will be affirmed individually by an 85% vote of the congregation.

Each Deacon shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be appointed.

SECTION 5 – REMOVAL AND RESIGNATION

A Deacon may be removed from office at any regular or special meeting of the Board of Elders.

Any Deacon may resign effective upon giving written notice to a member of the Board of Elders, unless the notice specifies a later time for the effectiveness of such resignation.

SECTION 6 – VACANCIES

A vacancy or vacancies in the Deacons shall be deemed to exist in case of the death, resignation, or removal of any Deacon, or if a need exists.

No reduction of the required minimum number of Deacons shall have the effect of removing any Deacon from office.

ARTICLE IX – OFFICERS

SECTION 1 – OFFICERS

The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this Article.

SECTION 2 – ELECTION, TENURE, AND RESIGNATION

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of SECTION 3 – and SECTION 4 – of this Article, shall be chosen by, and shall serve at the pleasure of, the Board of Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be appointed.

In accordance with the provisions of Section 55A-8-43 of the North Carolina Nonprofit Corporation Act, any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Elders, or to the Chairman or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3 – SUBORDINATE OFFICERS

The Board of Elders may appoint, and may empower the Chairman to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Elders may from time to time determine.

SECTION 4 – VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur.

SECTION 5 – INABILITY TO ACT

In the case of absence or inability of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

SECTION 6 – CHAIRMAN

The Chairman shall be chosen from the Board of Elders to be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Elders, have general supervision, direction, and control of the activities and officers of the Corporation. The Chairman shall not simultaneously hold any other office in the Corporation.

He shall preside at all meetings of the Board of Elders, which are to be conducted according to the Scriptural principals as set forth in PHILIPPIANS 2:2-8. He shall be an ex officio member of all the standing committees, if any, and shall have powers and duties as may be prescribed by the Board of Elders or the Bylaws.

SECTION 7 – VICE-CHAIRMAN

The Vice-Chairman shall be chosen from the Board of Elders and shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Elders or the Bylaws. In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all restrictions upon, the Chairman.

SECTION 8 – SECRETARY

The Secretary shall be chosen from the Board of Elders and shall keep, or cause to be kept at the principal office, or such other place as the Board of Elders may order, a book of minutes of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special (and, if special, how authorized), the notice thereof given, the names of those present at the meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given.

The Secretary shall keep, or cause to be kept, at the principal office in the State of North Carolina the original and a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

SECTION 9 – TREASURER

The Treasurer shall be a church member and shall ensure the stewardship of the physical and financial resources of the Corporation, "taking precaution so that no one will discredit us in our administration...for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men" (2 CORINTHIANS 8:20-21).

The Treasurer shall ensure that all financial activities and transactions are consistent with these Bylaws, as well as Section 55A-16-20 of the North Carolina Corporation Act.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Elder as provided in Section 55A-16-02 of the North Carolina Nonprofit Corporation Act.

The Treasurer shall deposit, or cause to be deposited, in a timely manner all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Elders. He shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Elders. He shall render, or cause to be rendered, to the Chairman and the Elders, whenever they request, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders.

Upon request of the Board of Elders, the Treasurer shall make available the financial reports for any regular meeting of the Board of Elders or at any regular member meeting of the church.

ARTICLE X – ORDINATION AND LICENSING

SECTION 1 – ORDINATION

Ordination refers to the unanimous recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualifications to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

SECTION 2 – LICENSING

A license is issued by the Board of Elders and is given in recognition of a man's call to ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated and issued on a yearly basis.

ARTICLE XI – SETTLEMENT OF DISPUTES

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church. A decision shall be reached after prayerful consideration, "with humility of mind," each one "regard[ing] one another as more important than" himself, and "being diligent to preserve the unity of the Spirit in the bond of peace" (PHILIPPIANS. 2:3; EPHESIANS 4:1-3). In any such situation, the Board of Elders may seek outside counsel.

ARTICLE XII – OTHER PROVISIONS

SECTION 1 – ENDORSEMENT OF DOCUMENTS AND CONTRACTS

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized

by the Board of Elders, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other persons, when signed jointly by the Chairman or Vice-Chairman, and the Secretary, and the Treasurer of this Corporation shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

SECTION 2 – REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The Chairman or any other officer or officers authorized by the Board of Elders are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

SECTION 3 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the North Carolina Nonprofit Corporation Act and in the North Carolina Code Chapter 61 – Religious Societies shall govern the construction of these Bylaws.

SECTION 4 – AMENDMENTS

These Bylaws may be amended and new and additional Bylaws may be made at any time by the unanimous decision of the Board of Elders and the affirmation of the church members. The Secretary shall publicly post the proposed amendment(s) approved by the Elders at least three weeks prior to a meeting of the church members. At this meeting, the amendment(s) shall be presented to the members to affirm the decision of the Elders. This affirmation shall be by at least 85% of all the votes cast by the members.

SECTION 5 – RECORD OF AMENDMENTS

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE XIII – RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

The Corporation shall receive all monies or other properties transferred to it for the purposes for which the Corporation was formed, as shown by the Articles of Incorporation. However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if it shall determine in its sole discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by said Articles of Incorporation.

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

The purchase or sale of any real property of the Corporation may be made by unanimous decision of the Board of Elders and the affirmation of the church members. The Secretary shall publicly post the intention of the Elders to purchase or sell at least three weeks prior to a meeting of the church members. At this meeting, the purchase or sale shall be presented to the members to affirm the decision of the Elders. This affirmation shall be by at least 85% of all the votes cast by the members.

ARTICLE XIV – CORPORATE RECORDS AND REPORTS

SECTION 1 – RECORDS

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such accounts, books, and records shall be kept at, or accessible from, its principal place of business in the State of North Carolina, as fixed by the Board of Elders from time to time.

SECTION 2 – RIGHTS OF INSPECTION OF BOOKS AND RECORDS

In accordance with the provisions of Section 55A-16-02 of the North Carolina Nonprofit Corporation Act, individual members of the Board of Elders shall have the absolute right at any reasonable time to inspect and copy, but not distribute, all books, records, and documents of every kind and to inspect the physical properties of the Corporation or its subsidiaries, for a purpose reasonably related to such person's interest as an Elder. No individual may review financial records pertaining to individual church members (such as giving records) without approval of the Board of Elders.

SECTION 3 – FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XV – DISSOLUTION

Upon dissolution of this Corporation, the Board of Elders shall cause the assets herein to be distributed to another corporation with purposes similar to that identified in ARTICLE II of these Bylaws and ARTICLE II – of the Articles of Incorporation as amended.

ARTICLE XVI – MISCELLANEOUS PROVISIONS

All checks, drafts, demands for money and notes of the Corporation and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as specified in Article XII of these Bylaws or, if not specified in such Article, as the Board of Elders may from time to time by resolution designate.

CERTIFICATE

I, the undersigned, being the Secretary of Cornerstone Baptist Church of Wilmington, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the __ day of _____, 2012, by the Board of Elders of said Corporation in a regularly called meeting on the same date, to wit, the __ day of _____, 2012.

I do further certify that the above Bylaws were adopted as Bylaws hereof on the __ day of _____, 2012, by the members of Cornerstone Baptist Church in a regularly called meeting on the same date, to wit, the __ day of _____, 2012.

Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Corporation.

In witness whereof, I have hereunto set my hand this __ day of _____, 2012.

(Print), Secretary

(Sign)