

AMENDED BY-LAWS OF
NEW BEGINNINGS MADISON CHURCH,
a Mississippi Nonprofit Corporation

ARTICLE I. NAME AND LOCATION

Section 1.01. The name of this Non-Profit Corporation is New Beginnings Madison Church (the “Corporation” or the “Church”). The name of the Church may be changed by a 2/3 vote of the Board.

Section 1.02. The principal and registered office of the Church in the State of Mississippi shall be 217 Draperon Drive, Ste 100, Ridgeland, Mississippi 39157. The Church may have other offices, either within or without the State of Mississippi as the Board of Directors may designate or as the business of the Church may require from time to time.

ARTICLE II. PURPOSE

Section 2.01. This Church is a nonprofit corporation organized pursuant to the Mississippi Nonprofit Corporation Act (the “Act”) as set forth in Miss. Code Ann. § 79-11-101 (Rev. 2013), *et seq.*

Section 2.02. The purpose of the Corporation is exclusively for religious purposes, supporting the doctrine of orthodox, traditional Christianity.

Section 2.03. This nonprofit corporation is to be operated exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the earnings of the nonprofit corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the nonprofit corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above. No substantial part of activities of the nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The nonprofit corporation shall not participate, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of its Articles of Incorporation, the nonprofit corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 2.04. Upon the dissolution of the Church, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, with preference being for organizations

with a similar mission statement as New Beginnings Madison Church, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county of which the principal office of the Church is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERS

Section 3.01. The Church shall have members. Membership will initially consist of the members of the Board of Directors. Rules for membership in the Church shall consist of those people who have made a public profession of faith, been baptized, and who have requested, and been approved for membership by the existing members of the Church.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. Composition of the Board of Directors. The Board of Directors shall be composed of not less than three and not more than 21.

Section 4.02.

(A) Term and Election of Directors. Members of the Board of Directors shall serve three-year terms. These terms will be staggered, with elections of those Directors whose term has expired taking place every year. A director may be elected to a maximum of three full terms. If a director, including the initial directors, serves a partial term, then they may be elected to three additional three-year terms, so long as the total years of service does not exceed eleven calendar years.

(B) Qualification and Election of Directors. The initial directors of the Church were elected by the Incorporator. Thereafter, elections for the Board of Directors shall be held at the annual meeting of the Board of Directors and each available position on the Board of Directors shall be filled by a two-thirds vote of the directors whose terms are not expiring. Directors shall not be related to any current member of the Board and shall not have any conflict of interest. Directors shall disclose any conflict of interest and, annually, shall sign a statement of no conflict of interest.

Section 4.03. Change in Size of Board. The Board of Directors may, by its own resolution, increase or decrease the size of the Board of Directors at any meeting and the number so determined shall remain fixed until changed by a subsequent resolution. If the number is increased at a meeting other than an annual meeting, the new directors may be elected at the same meeting by a two-thirds vote of the directors. All directors shall hold office until their respective successors are elected and qualified.

Section 4.04. Vacancies. Vacancies in the Board of Directors shall be filled for the duration of the former director's term of office by an individual elected by a two-thirds vote of the remaining directors. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director, or if the directors fail, at any annual or special meetings at which any director or directors are elected, to elect the full authorized number

of directors to be voted for at that meeting. No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 4.05. Resignation. A director who does not attend 75% of the regular meetings of the Corporation shall be deemed to have resigned. Any director may resign at any time by giving written notice of his or her resignation to a meeting of the Board or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective.

Section 4.06. Removal. Any individual director may be removed from office with or without cause by vote of two-thirds of the members entitled to vote at any meeting of the Board of Directors. The meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the director. In case any one or more directors are removed, new directors may be elected at the same meeting.

Section 4.07. When the Board Must Declare Vacancies. The Board of Directors shall declare vacant the office of a director if (s)he be declared of unsound mind by order of Court or convicted of a felony or may do so within sixty (60) days after notice of his or her election if (s)he does not accept such office in writing or does not attend a meeting of the Board of Directors.

Section 4.08. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State of Mississippi which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 4.09. Regular Annual Meeting. A regular annual meeting of the Board of Directors for the purpose of election of officers of the Corporation, election of directors, and the transaction of any other business coming before such meeting shall be held each year on the second Tuesday of January beginning on the first year after formation or at such other time set by the Board, with prior written notice to all members of the Board. If the annual meeting is held on the second Tuesday of January, no notice of such a meeting to the elected directors, other than this by-law, shall be necessary in order to legally constitute the meeting, provided a majority of the whole Board shall be present. If a majority of the Board shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all the directors.

Section 4.10. Regular Meetings. A regular meeting of the Board of Directors shall be held at a time and place prescribed by the Board of Directors on at least a semi-annual basis. No notice of such meeting shall be necessary to legally constitute the meeting. The agenda for such regular meeting shall be prepared by the Secretary of the Corporation and this agenda, together with all related documents necessary for full discussion of the topics listed for discussion, and a copy of any unapproved minutes of prior meetings shall be mailed to each director. Any director, or the Lead Pastor of the Corporation may place an item on the agenda of any regular meeting and shall

do so by informing the Secretary before the scheduled meeting of such items and the nature of the issues needing consideration by the Board of Directors. Other regular meetings of the Board may be held without notice at such time as shall from time to time be determined by the Board.

Section 4.11. Special Meeting. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson or the Lead Pastor. If the Chairperson is absent or unable to act, then any member of the Executive Committee may call a Special Meeting. No business shall be considered at any special meeting other than the purposes mentioned in the notice given to each director of the meeting, except upon the unanimous consent of all directors.

Section 4.12. Notice of Special Meeting. Written notice of the time, place and purpose of all special meetings shall be delivered personally, sent by electronic mail, or sent to each director by mail or common carrier, charges prepaid, addressed to him or her at his or her address as shown on the records of the Corporation or, if it is not so shown on such records or is not readily ascertainable, at the place where meetings of the directors are regularly held. In case such notice is mailed or sent by common carrier, it shall be deposited in the United States mail or delivered to the common carrier in the place where the principal office of the Corporation is located at least three (3) business days prior to the time of the holding of the meeting. In case such notice is personally delivered as above provided, it shall be delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. If notice is sent by electronic mail, it will not be considered delivered unless receipt is acknowledged by the director. Such mailing or delivery as above provided shall be due, legal and personal notice to such director.

Section 4.13. Waiver of Notice. Any actions taken or approved at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though the action were taken at a meeting duly held after regular call and notice, if a quorum be present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a director does not receive notice of the meeting, but attends and participates in the meeting, (s)he shall be deemed to have waived notice of the meeting, unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.14. Quorum. In all meetings of the Board, a quorum shall consist of a simple majority of the elected directors and the acts of a majority of the directors present at a meeting in which a quorum is present shall be the acts of the Board of Directors except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws and except to adjourn as hereinafter provided.

Section 4.15. Adjournment. A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum of a majority of the directors present at any directors meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which a required number of directors shall be present, any business may be transacted

which might have been transacted at the meeting as originally noticed. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place are fixed at the meeting adjourned.

Section 4.16. Salaries and Compensation. Members of the Board of Directors shall not be entitled to a salary for their service as members of the Board of Directors of the Corporation. Directors may receive reimbursement for their reasonable expenses, or a portion thereof, incurred in connection with their attendance at meetings, or their transacting business of the Corporation, as provided for all members of the Corporation in these by-laws.

Section 4.17. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing. Such written action by unanimous consent shall have the same effect as actions taken at a meeting of the Board of Directors and shall be filed with the Secretary of the Corporation and made a part of the minutes of proceedings of the Board of Directors.

Section 4.18. Proxies. Members of the Board of Directors are not entitled to vote or execute consents in their capacity as a director by use of proxy.

Section 4.19. Telephonic Meeting. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.20. Director Authority. Unless duly authorized by the Board of Directors, no director, in his or her capacity as such, shall individually take any action with respect to the Corporation's affairs, including but not limited to, the employment or termination of employment of any employee of the Corporation, except through proper actions of the Board of Directors. Unless authorized by the Board of Directors, an individual director shall have only the authority to participate in the management of the business of the Corporation by participation in meetings and decisions of the Board of Directors. No director of the Corporation shall voluntarily disclose to any person any proprietary or confidential information concerning the Corporation's affairs, except such disclosure as may be necessary for a director to perform his or her duties as a director.

Section 4.21. Duties of the Board of Directors. (a) The directors shall have the general management and control of the business and affairs of the Corporation and shall exercise all powers that may be exercised or performed by a nonprofit charitable corporation under the laws of the State of Mississippi, the certificate of incorporation, and these by-laws.

(b) Each director shall participate as a member of one of the standing committees of the Corporation, as assigned or designated by the Nominating Committee and approved by the Board of Directors. Each standing committee shall be composed primarily of individuals other than officers and directors of the Corporation and each director on each standing committee shall report to the Board of Directors as to the actions of the committee of which he or she is a member.

(c) Each director is authorized to act on behalf of the Corporation when performing tasks in furtherance of a particular project for which he or she is responsible.

(d) The Board of Directors, individually and as a body, shall be responsible for formulating policy for the Corporation.

ARTICLE V. OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be the Chairperson of the Board, the Vice Chair, a Secretary and a Treasurer. The Corporation may also have at the discretion of the Board of Directors, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.03 of this Article. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of Lead Pastor and Secretary.

Section 5.02. Election and Appointment. Officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 5.03 or 5.05 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his or her office until the next annual meeting, until he or she shall resign or have been removed or otherwise disqualified to serve, or his or her successor shall be elected. No elected officer shall hold the same office for more than three consecutive years.

Section 5.03. Subordinate Officers. The Board of Directors may appoint, and may empower the Lead Pastor 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 by-laws or as the Board of Directors may from time to time determine.

Section 5.04. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Lead Pastor, or to the Secretary of the Corporation.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other cause shall be filled in the manner prescribed in the by-laws for regular appointments to such office.

Section 5.06. Chairperson of the Board. The Chairperson of the Board, if present, shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the by-laws. In the absence of the Chairperson, the Vice Chairperson shall preside over meetings. In the absence of the Chairperson and the Vice Chairperson, the Secretary shall call the meeting to order, and the Board shall elect a Chairperson Pro Tem.

Section 5.07. Lead Pastor. Shall be appointed by the Board of Directors and be a full-time salaried staff executive and is subject to such powers and duties, if any, as may be assigned by the Board of Directors. The Lead Pastor shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the Corporation consistent with the express policies and goals of the Corporation, necessary to conduct business of this Corporation. The Lead Pastor shall employ, direct, and may terminate the employment of all members of the Church staff necessary to carry on the work of the Church. The Lead Pastors shall have the authority to appoint committees. The Lead Pastor is authorized to sign all documents requiring execution in the name of the Corporation as may pertain to the ordinary course of the Corporation's business and shall, with the Secretary, sign the minutes of all meetings over which he or she may have presided. Unless approved by the Board, the obligation of the Corporation for expenses outside the approved budget shall not be considered the ordinary course of business.

Section 5.08. Vice-Chair. In the absence or disability of the Chair, the Vice-Chair elected by the Board of Directors, shall perform all the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the by-laws.

Section 5.09. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors, 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 directors meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the by-laws to be given, and he or she shall keep the seal of the Corporation in safe custody. He or she shall also sign, with the Lead Pastor or Chairperson, all contracts, deeds, licenses and other instruments when so ordered. He or she shall make such reports to the Board of Directors as they may require and shall also prepare such reports and statements as are required by the laws of the State of Mississippi and shall perform such other duties as may be prescribed by the Board of Directors or by the by-laws. He or she shall attend to such correspondence and perform such other duties as may be incidental to his or her office or as may be properly assigned to him or her by the Board of Directors. The Assistant Secretary or Secretaries, if any, shall perform the duties of the Secretary in the case of his or her absence or disability and such other duties as may be specified by the Board of Directors.

Section 5.10. Treasurer. 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, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designed by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Lead Pastor and directors, whenever they require it, an account of all of his or her transactions as Treasurer 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 Directors or the

by-laws. The Assistant Treasurer or Treasurers, if any, shall perform the duties of the Treasurer in the event of his or her absence or disability and such other duties as the Board of Directors may determine.

Section 5.11. Authority to Bind Corporation. No officer of the Corporation shall have the authority to cause the Corporation to become obligated in any manner or form whatsoever except as may be prescribed by the Board of Directors or these by-laws.

ARTICLE VI. LEAD PASTOR

Section 6.01. The Board of Directors may, in its discretion, appoint a Lead Pastor of the Corporation, who shall work under the direction of the Board of Directors. The Lead Pastor shall consult with the Board of Directors on matters involving the exercise of discretion or the interpretations of policies when such matters have not been determined. The Lead Pastor shall serve as an ex officio member, without vote, of the Board of Directors and on all the various standing committees.

Section 6.02. Staff and Ministry Team Leaders. All staff and ministry team leaders are appointed and directed by the Lead Pastor. The Lead Pastor's appointment of the Worship Pastor and Children's and Youth Pastor must be ratified by a two-thirds vote of the Board of Directors. A staff member may be removed or terminated by the Lead Pastor following consultation with the Executive Committee to ensure compliance with employment law or by a two-thirds vote of the Board of Directors. Ministry team leaders may be removed by the Lead Pastor or by a two-thirds vote of the Board of Directors.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 7.01 Composition. An Executive Committee consisting of not more than six members of the Board of Directors shall be appointed each year.

Section 7.02 Selection. The Executive Committee shall be composed of the Chairperson of the Board, the Vice-Chair of the Board, the Treasurer, and the Secretary. Two additional members of the Executive Committee shall be nominated by the Nominating Committee and elected at large annually by the Board of Directors. Any member of the Executive Committee who is unable or unwilling to serve, or resigns from serving on the Executive Committee, will be replaced by a majority vote of the Board of Directors.

Section 7.03 Duties. The Executive Committee shall have full and complete authority to act on behalf of the Board of Directors when authorized to do so, establish priorities for operations, determine policy matters when delegated by the Board of Directors, and take any and all actions delegated to it by the Board of Directors.

ARTICLE VIII. STANDING COMMITTEES

Section 8.01. Standing Committees. The Board of Directors may designate, by resolution, such standing or other committees of the Corporation as it deems appropriate and advisable. The standing committees shall be: (1) Executive Committee, (2) Finance Committee (chaired by the board treasurer), the (3) Building and Facilities Committee, (4) Strategic Planning Committee, and (5) Nominating Committee. The Board Chairperson and the Lead Pastor shall be ex officio members of all standing committees. The Treasurer shall be the ex officio chair of the finance committee. The Secretary shall be an ex officio member of the nominating committee.

Section 8.02. Standing Committee Chairpersons. The Nominating Committee shall recommend, and the Board of Directors shall approve the appointment of the Chairperson and the members of all standing committees.

Section 8.03. Standing Committee Members. Standing committees shall be chaired by a member of the Board of Directors. Membership of a standing committee may be composed of Church members who are not members of the Board of Directors; provided that each standing committee shall have no less than one member of the Board of Directors as provided in Section 4.21(b) hereof.

Section 8.04. Reports. The Chairperson of any such committee shall maintain complete and accurate records of the committee's actions and undertakings. The Chairperson of each such committee shall provide a report to the Board of Directors at the regular meeting of the Board of Directors following the close of every calendar quarter.

Section 8.05. Meetings. Each such committee shall meet at reasonable and regular time intervals.

ARTICLE IX. ADVISORY BOARD

Section 9.01. Number, Election and Term. The Advisory Board shall consist of up to twenty individuals appointed by the Board of Directors. Members of the Advisory Board shall serve for a term of three years from the date of their appointment and terms may be staggered, at the option of the Board. It is intended that the members of the Advisory Board be composed of people who have, either expressly or implicitly, an interest in the goals of the organization. Their purpose shall be to lend dignity, prestige, and other support to the cause of the organization.

Section 9.02. Meeting. The Advisory Board shall meet once a year with the Board of Directors at the annual meeting and at other times by invitation of the Chairperson of the Board of Directors.

Section 9.03. Duties. The primary duty of the members of the Advisory Board shall be to assist the Church in the areas of strategic planning, fund raising and publicity.

ARTICLE X. FISCAL YEAR

Section 10.01. The fiscal year of the Corporation shall terminate on the 31st day of December of each calendar year and all records, books and accounts and all tax returns shall be kept and filed accordingly.

ARTICLE XI. AMENDMENTS

Section 11.01. These by-laws may be altered or amended by the affirmative vote of a majority of the whole Board of Directors at any meeting of the Board of Directors; provided, however, that if any director shall object to the consideration of any proposed amendment, the proposal may not be voted on unless notice of the proposed amendment was given at least thirty days prior to the meeting.

ADOPTED BY THE BOARD OF DIRECTORS by unanimous vote at its meeting on the 20th day of February 2024.

NEW BEGINNINGS MADISON CHURCH,
a Nonprofit Corporation

By:


SECRETARY/DIRECTOR