

**BYLAWS**  
**OF**  
**KINGDOM WORKER MINISTRIES**

**PREAMBLE**

For the purpose of establishing and maintaining a place and an environment, modeled after the early Biblical, Christian community as recorded in the book of Acts, for the worship of Almighty God, our Heavenly Father and the one true God; to provide for Christian fellowship for those of like precious faith, irrespective of social position or worldly possessions, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we, by the solemn and unanimous action of our Board of Directors, hereby adopts these Bylaws.

The Board of Directors and members willingly submit to be governed by these Bylaws so that Kingdom Worker Ministries may effectively carry out the vision of the ministry. Furthermore, these Bylaws shall constitute and evidence the agreement by and among the Board of Directors, that its governance, business, and activities shall be conducted as provided in these Bylaws. These Bylaws are intended to provide a simple but adequate form to govern Kingdom Worker Ministries, to advance strong covenantal relationships, and to assure that any issues that do arise will be quickly addressed and remedied through their application.

**ARTICLE I**  
**NAME**

As stated in the Articles of Incorporation, the name of the corporation is Kingdom Worker Ministries, hereinafter referred to as KWM, a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia.

**ARTICLE II**  
**PRINCIPLE OFFICE**

KWM shall have and continuously maintain in the Commonwealth of Virginia, a registered office and a registered agent whose office is identical with such registered office, as

registered with the Commonwealth of Virginia State Corporation Commission for Virginia Nonstock Corporations. The Registered Office in the Commonwealth of Virginia and the address of the Registered Office which is the business office may be changed from time to time by the Board of Directors.

### **ARTICLE III** **PURPOSE**

#### Section 1. The Purpose

1.1 KWM is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c) (3) of the Internal Revenue Code. KWM is a non-profit corporation and shall operate exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose for which KWM is organized are set forth, as follows:

- 1.1.1 To establish and maintain a place and an environment, modeled after the early Biblical, Christian community as recorded in the book of Acts, for the worship of Almighty God, our Heavenly Father and the one true God; to provide for Christian fellowship for those of like precious faith, irrespective of social position or worldly possessions, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands.
- 1.1.2 To establish and maintain a place and an environment where those of like precious faith can freely worship Almighty God, freely and fully explore the word of God without restriction and without fear of being condemned or ostracized, can expect to gain wisdom, understanding, and knowledge through the illumination and revelation of the Holy Spirit and, can fellowship with those of like precious faith where Jesus Christ may be honored.
- 1.1.3 To encourage and promote social, economic, educational, and spiritual growth of members through Christ-centered discipleship and practical Biblical training programs.
- 1.1.4 To be a resource to the community by being intentional in our service through community service, community projects, and community partnership with other agencies operating in the area that are in harmony with the above objective.
- 1.1.5 To own, hold in trust, use, sell, convey, mortgage, lease, or otherwise acquire or dispose of such property (real or chattel) as may be needed for

accomplishing the mission of the ministry. All funds, whether income or principal, and whether acquired by gift or contribution otherwise, shall be devoted to said purposes.

#### **ARTICLE IV** **AFFILIATION AND RELATIONSHIP**

##### Section 1. Affiliations and Relationships

- 1.1 KWM operates sovereignly and independently and is not directly affiliated to any other organization, religious or non-religious.
- 1.2 As defined by and in accordance with biblical scripture, we do affirm, that Jesus Christ is the head of the Church, scripturally refer to as the body and that the body is one, comprised of many members (churches) and being many, the members collectively are one body. It is by the one Spirit that we, the Church, being many are baptized into one body; for this body is not one but a collective, joined together as one, one worker for the kingdom (I Corinthians 12:12-14, Ephesian 5:23; Colossians 1:18; 24). Therefore, while maintaining our inherent rights to sovereignty in the conduct of our own affairs as herein set forth, KWM voluntarily commits to enter into fellowship and partnership with like-minded and charged organizations as it sees fit or is necessary to accomplish its mission.
- 1.3 KWM shall, as nearly as possible, represent the body of Christ as described in the New Testament, recognizing the principles inherent in that body as also inherent in this fellowship, particularly the principles of unity, fellowship, cooperation, and equality.

#### **ARTICLE V** **TENETS OF FAITH**

The Bible shall be the rule and guide of faith as set forth in the Statement of Beliefs. (See Exhibit "A")

#### **ARTICLE VI** **CORPORATE MANAGEMENT STRUCTURE**

##### Section 1. Board of Directors

- 1.1 Definition:

1.1.1 All corporate powers of KWM shall be exercised by, governed by or under the authority of and the business and affairs of KWM managed under one council which shall be known as the Board of Directors.

1.1.2 Individual members shall be referred to as Directors.

#### 1.2 Composition:

1.2.1 The number of Directors constituting the initial Board of Directors shall be five (5). The total number of directors shall not be less than three (3) and may be up to nine (9).

#### 1.3 Function:

1.3.1 The Board of Directors shall have authority to exercise all powers necessary for the operation of KWM, expressed or implied, which shall be necessary and proper to carry out all the executive functions, and all other powers both civil and ecclesiastical as it may determine.

1.3.2 The Board of Directors shall be authorized to transact all business for this ministry, except for those matters which by their very nature affect the entire ministry membership, such as, voting on the purchase or sale of real property with a value over \$1,000,000, the election and removal of the Lead Pastor, and amendments to these bylaws.

1.3.3 The Board of Directors, under the direction of the Lead Pastor, shall establish and keep current the purposes, core values, vision, and mission of the ministry.

1.3.4 The Board of Directors shall establish Organizational, Operational, or Policy Manuals as needed to provide guidance to the Board of Directors in establishing processes for accomplishing the mission of the ministry.

1.3.5 The Board of Directors may adopt such rules of procedure and regulations governing the conduct of its business and the organization of KWM as they may deem necessary, proper and expedient. There can be no appeal from the decisions and determinations of the Board of Directors.

1.3.6 The Board of Directors shall provide both spiritual guidance and shall manage the affairs of KWM.

#### 1.4 Qualifications:

1.4.1 A Board of Directors member shall be a person, male or female, of mature Christian experience and knowledge, shall be a member in good standing, and shall comply with the scriptural standards for the ministry (I Timothy 3:2-7, Titus 1:6-9, and I Peter 5:2-3).

1.4.2 A Board of Directors member shall be at least 21 years old and have been a voting member of this ministry at least one-year (12) months.

#### 1.5 Duties:

1.5.1 The Board of Directors shall be specifically responsible for overseeing the business activities of KWM, including but not limited to, the entering into of

contracts, owning, holding in trust, using, selling, conveying, mortgaging, leasing, or otherwise acquiring or disposing of such property (both real and chattel) as may be needed for the prosecution of its work. They shall serve as trustees of the ministry and be responsible for maintenance of KWM buildings and equipment.

- 1.5.2 The Board of Directors shall act in an advisory capacity with the Lead Pastor in all matters pertaining to the ministry in its spiritual life. They may assist the Lead Pastor in ministry as needed or requested and as their own gifts and abilities allow. They may set policies and determine the means to facilitate ministry and fulfill the ministry's mission, vision, purposes and values.
- 1.5.3 The Board of Directors shall consider applications for ministry membership and make decisions with respect to receiving applicants into the membership of the ministry.
- 1.5.4 The Board of Directors is authorized to appoint such committees, departments, and/or teams as may be necessary for the accomplishing the mission of the ministry. All committees, departments, and/or teams so appointed shall be amenable to and work under the supervision of the Lead Pastor.
- 1.5.5 The Board of Directors shall oversee the provision of the physical facilities needed by KWM, including the buying and selling of real estate and securing real estate leases.
- 1.5.6 The Board of Directors shall be responsible for any construction project. (The actual coordination of a construction project may be delegated to a Building Team).
- 1.5.7 The Board of Directors shall work in cooperation with the Pastoral Search Team to assist in locating a new Lead Pastor.
- 1.5.8 The Board of Directors shall set and approve of the annual budget.
- 1.5.9 The Board of Directors shall serve as the Compensation Team for the function of the review of salary packages for all staff of the ministry, which is determined by the Lead Pastor or his designee. The Board of Directors shall determine the Lead Pastor's compensation.
- 1.5.10 The Board of Directors or the Lead Pastor may accept on behalf of the KWM any contribution, donation, gift, including real property, bequest or devise for any purpose of the ministry (Malachi 3:10; Luke 6:38; I Corinthians 16:1; I Corinthians 9:6-8).

#### 1.6 Appointment:

- 1.6.1 The Lead Pastor shall appoint persons whom he deems qualified to serve on the Board of Directors. The members of the Board of Directors shall affirm

the appointments. This same body also has the sole authority to remove Directors.

1.7 Terms of Office:

- 1.7.1 Each director shall serve for a period of one year and may serve successive terms.
- 1.7.2 Each director shall hold office until a successor is duly selected and appointed.
- 1.7.3 Each director is an automatic member of the ministry.
- 1.7.4 Each director shall be natural person.

1.8 Limits of Authority:

- 1.8.1 The Board of Directors shall be authorized to transact all business and are responsible for all decisions for KWM, such as the election of and/or removal of the Lead Pastor, and amendments to these bylaws.
- 1.8.2 The Lead Pastor shall preside over all decisions as long as the issue at hand does not involve a conflict of interest for the Lead Pastor.

1.9 Meetings:

- 1.9.1 The Lead Pastor shall preside over all meetings of the Board of Directors. If it is not possible for the Lead Pastor to attend, then the Lead Pastor shall designate a chairman for the meeting.
- 1.9.2 All decisions require a simple majority of those present.
- 1.9.3 Any motions passed and recorded in a meeting without the Lead Pastor may not take effect without the consent of the Lead Pastor or until the following meeting if the Lead Pastor is present and the minutes of the previous meeting are approved.
- 1.9.4 The Board of Directors will meet once a year and may meet more at the discretion of the Lead Pastor. The Board of Directors shall not meet without notification to the Lead Pastor and with his/her consent, except as noted in Article VI, Section 3.8 of these Bylaws, governing Removal of Lead Pastor.
- 1.9.5 Meetings may be in person, via remote communication, teleconference or web conference within the guidelines and parameters of the Virginia Nonstock Corporation Act.
- 1.9.6 Notification must be made at least ten (10) days in advance of the meeting.

1.10 Action by Consent of Board Without Meeting:

- 1.10.1 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action.
- 1.10.2 Such consent may be given individually or collectively.

1.11 Quorum:

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

1.12 Proxies:

- 1.12.1 Voting by proxy is prohibited.

1.13 Compensation:

- 1.13.1 Directors shall not receive salaries or compensation for their services as Board members.

1.14 Vacancies:

- 1.14.1 The Lead Pastor shall fill a vacancy occurring on the Board of Directors.
- 1.14.2 Vacancies reducing the number of Board of Directors members to less than three (3) shall be filled before the transaction of any other business.

1.15 Resignation:

- 1.15.1 It is recommended that a Board Member give thirty (30) days' notice of intent to resign.
- 1.15.2 Resignations shall be submitted to the Board of Directors.
- 1.15.3 The resignation becomes effective upon the date agreed to by the Board Member and the Board of Directors.

1.16 Removal:

- 1.16.1 With the exception of the Lead Pastor, any member of the Board of Directors (including Officers) may be removed by the Lead Pastor, without cause and by two-thirds' vote of those directors present constituting a quorum at any annual or special meeting of the Board of Directors of this ministry.
- 1.16.2 Any director so removed shall have no right to appeal.
- 1.16.3 If disciplinary action is being considered, changes in the Board of Directors may not be made until its work is completed.

1.17 Participation of Spouses:

- 1.17.1 Spouses of Board of Directors members are encouraged to participate in all relevant meetings, activities, and functions, unless otherwise requested by the Lead Pastor due to the nature of the meeting, activity, or function.

## Section 2. Ministry Officers

- 2.1 Officers of KWM shall consist of a President (Lead Pastor), a Vice President, a Secretary, a Treasurer, and such other offices as the ministry shall establish.
- 2.2 Any two or more offices may be held by the same person except the offices of the President and the Secretary.
- 2.3 The officers of the ministry shall hold offices until their successors are duly appointed and qualified.
- 2.4 All officers shall be members of the Board of Directors.

## Section 3. President/Lead Pastor

### 3.1 Definition:

- 3.1.1 The New Testament uses the term “elder” in every instance to describe the vocational office of a Pastor. The Scriptures also clearly state that elder and pastor are interchangeable terms and that the early church was pastor-led (elder-led).

### 3.2 Qualifications:

- 3.2.1 The pastoral candidate shall be a member in good standing and shall comply with the scriptural standards for the ministry (I Timothy 3:2-7, Titus 1:6-9, and I Peter 5:2-3).
- 3.2.2 All other qualifications will be determined by the Board of Directors.

### 3.3 Duties:

- 3.3.1 The Lead Pastor shall serve as the Spiritual Overseer of KWM, the President and Chief Executive Officer of KWM, the Chairman of the Board of Directors, and shall act as chairman of all the business meetings of the ministry.
- 3.3.2 The Lead Pastor shall call the meetings for the Board of Directors, determine the agenda for each meeting, and preside over all said meetings.
- 3.3.3 The Lead Pastor shall make an annual report to the status and condition of the ministry to the Board of Directors.
- 3.3.4 The Lead Pastor shall execute in the name of KWM all deeds, contracts, loans, certificates, and other instruments of the ministry under the advice of the Treasurer, assuring that all orders and resolutions of the Board of Directors are fulfilled.
- 3.3.5 The Lead Pastor shall also have corporate authority to make expenditures, within the approved budget by the Board of Directors and upon the advice of the Treasurer, ensuring that financial strength is directed toward the ministry directives of the Board of Directors.
- 3.3.6 The Lead Pastor, with the assistance of the Treasurer, shall be responsible for the preparation of an annual budget and its submission to the Board of Directors.

- 3.3.7 The Lead Pastor may be an ex-officio member of all committees, departments or any other groups that meets within the body of KWM and shall have the general powers and duties of supervision and management usually vested in the executive office of any corporation.
- 3.3.8 The Lead Pastor shall oversee all the ongoing activities related to the development, the implementation, and the maintenance of the spiritual and temporal mission and business of the ministry.
- 3.3.9 The Lead Pastor shall establish, communicate, and facilitate the God-given vision and mission of the ministry. be authorized to perform any functions that may be customary for the offices that he holds or as may be directed by the Board of Directors.
- 3.3.10 He shall follow and adhere to the policies and procedures, both assumed and specifically outlined by these Bylaws herein, in compliance with federal, state, and municipal laws.
- 3.3.11 In addition to those duties listed above (under either President or Lead Pastor), the Lead Pastor shall be considered as the spiritual overseer of the ministry and shall not be amenable to the Board of Directors in these matters. The Lead Pastor shall, however, listen to advice given from the Board of Directors, relying on the Holy Spirit for guidance. In cases where there appears to be a conflict between the board and Lead Pastor, the Lead Pastor has final authority.
- 3.3.12 The Lead Pastor shall provide for all the services of the ministry, oversee and coordinate the day-to-day ministry, coordinate the day-to-day administration of the ministry. and shall give oversight to all events. No person shall be invited to speak or preach at the ministry without the Lead Pastor's approval.
- 3.3.13 The Lead Pastor is also in charge of selecting the members of the Board of Directors.

#### 3.4 Election:

- 3.4.1 A two-thirds' (2/3's) vote of the active voting ministry membership present and voting at any meeting called for the purpose of electing a Lead Pastor shall be required for an election.

#### 3.5 Term of Office:

- 3.5.1 The Lead Pastor shall be elected for an indefinite term of office.
- 3.5.2 Annual review by the Board of Directors shall provide mutual insight and consideration of the Lead Pastor's work and tenure under the guidance of the Holy Spirit.

#### 3.6 Vacancy:

3.6.1 In the event of a vacancy in the pastorate due to death, indefinite incapacitation, disciplinary actions, resignation, of any other reason, a new Lead Pastor shall be selected in the following manner:

3.6.1.1 The Board of Directors shall immediately begin the search for a replacement Lead Pastor.

3.6.1.2 The Board of Directors shall function as the Pastoral Search Committee and may appoint up to three voting members from among the active voting ministry membership.

3.6.1.3 If the Lead Pastor resigns or is in good standing with the ministry and wishes to be a part of the pastoral search process, he may do so as long as it is not deemed a conflict of interest by the Board of Directors.

3.6.1.4 Once the Pastoral Search Committee has determined its choice of Lead Pastor, they shall present their appointment to members of KWM at a duly called meeting or public service.

3.6.1.5 Said candidate shall be elected as noted in 3.4 of this section.

3.6.1.6 Given the latitude for leadership the Lead Pastor is given under these Bylaws and the leadership and ministry qualities needed by the Lead Pastor to empower the ministry, the process of selection of a new Lead Pastor shall be conducted in the most careful manner.

### 3.7 Resignation:

3.7.1 It is recommended that the Lead Pastor give thirty (30) days' notice of intent to resign.

3.7.2 Resignations shall be submitted to the Board of Directors.

3.7.3 The resignation becomes effective upon the date agreed to by the Lead Pastor and the Board of Directors.

3.7.4 The Board of Directors shall take official action to receive or accept a letter of resignation and to provide for a smooth transition, providing appropriate severance pay and honor to the Lead Pastor for services rendered during his tenure.

### 3.8 Removal:

3.8.1 Cause: The Lead Pastor may be removed only for cause – cause being defined as a failure to maintain the qualifications for office, as noted in 3.2 of this section, unscriptural conduct (moral or ethical failure), or departure from the tenets of faith held by this ministry.

3.8.2 Investigation: In the event charges based on grounds for cause are preferred against the Lead Pastor, a preliminary investigation shall be conducted by the Board of Directors.

3.8.3 Notice: The Board of Directors shall determine the facts as best they can, recording same.

3.8.3.1 If allegations supporting the complaint are determined groundless, it shall be dismissed with \*prejudice. (No further action will be taken, and if a member be the source of the complaint, said member shall have no further right of redress in either the civil courts or elsewhere). NOTE: \*Prejudice refers to the fact that the complaint has been dismissed and will not be considered again in any fashion.

3.8.3.2 In the event that facts supporting the complaint have some merit, a preliminary hearing shall be conducted before the Board of Directors, with a designated representative, of the Boards' choosing presiding as chairperson. If the preliminary hearing reveals substantive issues, and such issues could affect the minister's credentials, it becomes the responsibility of the Board of Directors to further investigate, discipline, or resolve. Notice of the outcome of said investigation shall be made to the members of the ministry.

3.8.4 Dismissal:

3.8.4.1 If the matters affecting the Lead Pastor's ability to lead are not based upon moral or ethical charges, but leadership or philosophical issues, the Board of Directors may ask for the Lead Pastor's resignation following a two-thirds' (2/3's) majority vote of no confidence from the Board of Directors.

3.8.4.2 In the event the Lead Pastor does not resign as requested, and if there is no other apparent solution, the matter shall be referred to a hearing within fourteen (14) days before the active voting members of this ministry. Said meeting shall be chaired by a designated representative, of the Boards choosing presiding as chairperson.

3.8.4.3 A two-thirds' vote of all active members, present and voting, shall be required to dismiss a Lead Pastor and sustain the action of the Board. Note: Only those members actually present shall be entitled to cast a vote.

3.9 Transition Period: To ensure the unity of the ministry by a smooth transition between Lead Pastor appointments, the following procedures shall be followed:

3.9.1 Governance:

3.9.1.1 At their discretion, the Board of Directors may select an Interim Lead Pastor from outside or inside of the ministry to fulfill the basic duties of the Lead Pastor until a new Lead Pastor is selected.

### 3.9.2 Function and Limits:

- 3.9.2.1 The Interim Lead Pastor shall not alter the philosophy of KWM to reflect his own personal views.
- 3.9.2.2 The Interim Lead Pastor shall cover the primary preaching schedule, discharge the basic pastoral care duties, and ensure that the ministries of KWM continue to function.
- 3.9.2.3 The Interim Lead Pastor shall not possess any other corporate powers granted to the Lead Pastor by these Bylaws.
- 3.9.2.4 In the event that an Interim Lead Pastor is secured from outside KWM, he shall be remunerated for his service at a fair salary mutually agreed upon by the Interim Lead Pastor and the Board of Directors under the counsel of the Treasurer.

### 3.9.3 Administration:

- 3.9.3.1 During the interim period between Lead Pastor appointments, members of the Board of Directors are to continue in their positions.
- 3.9.3.2 Should leadership or financial problems arise, the Interim Lead Pastor shall have the authority to alter the duties, roles, and/or terms of employment of all employees and the terms of service for all volunteer leadership positions, including dismissal if necessary, upon the ratification of the Board of Directors.
- 3.9.3.3 Any employees serving under a previous Lead Pastor shall tender their resignations to the new Lead Pastor immediately upon his appointment. The new Lead Pastor shall have up to six months to accept or reject said resignations.
- 3.9.3.4 When the new Lead Pastor is in place, he has full authority to select his staff, replacing existing staff members if he should so choose.

## Section 4. Ministerial Staff and Associates (Pastors)

### 4.1 Function:

- 4.1.1 The Ministerial Staff and Associates (Pastors), under the direction of the Lead Pastor, shall keep current the purposes, core values, vision, and mission of the ministry.

### 4.2 Qualifications:

- 4.2.1 Qualifications of the Ministerial Staff and Associates (Pastors) shall be governed in the same manner as that listed in Article VI, Section 3.2.1 of these Bylaws, governing Qualifications of the Lead Pastor.
- 4.2.2 All other qualifications will be determined by the Lead Pastor.

### 4.3 Duties:

4.3.1 The duties and the responsibilities of the Ministerial Staff and Associates (Pastors) shall be assigned by the Lead Pastor.

4.4 Appointment:

4.4.1 Ministerial Staff and Associates (Pastors) shall be appointed by the Lead Pastor with the consideration of the Board of Directors.

4.4.2 An annual review by the Lead Pastor shall provide mutual insight and consideration of the work and tenure of each ministerial staff and associate (pastor) under the guidance of the Lead Pastor.

4.5 Resignation:

4.5.1 Resignation of any Ministerial Staff and Associate (Pastors) shall be governed in the same manner as that listed in Article VI, Section 1.15 of these Bylaws, governing Resignation of Directors.

4.6 Dismissal:

4.6.1 Any Ministerial Staff and Associate (Pastor) may be removed by the Lead Pastor at will.

4.6.2 No ratification by the Board of Directors is necessary, nor does the ministerial staff and associate (Pastor) have any appeal.

4.7 Membership:

4.7.1 Ministerial Staff and Associates (Pastors) are automatic members of this ministry.

Section 5. Vice President

5.1 Qualifications:

5.1.1 Qualifications of the Vice President shall be governed in the same manner as that listed in Article VI, Section 3.2.1 of these Bylaws, governing qualifications of the Lead Pastor.

5.1.2 All other qualifications will be determined by the Lead Pastor.

5.2 Duties:

5.2.1 The Vice President, subject to this or any other provisions in these Bylaws, shall act in all business matters pertaining to the ministry and business affairs of KWM in the absence of the President.

5.2.2 The Vice President shall never act as the spiritual leader of this ministry even in the absence of the President.

5.2.3 The Vice President shall perform any other functions as may be customary or as may be directed by the Lead Pastor or the Board of Directors.

5.3 Appointment:

5.3.1 The Lead Pastor shall appoint a person whom he deems qualified to serve as Vice President.

5.3.2 The members of the Board of Directors shall affirm the appointment.

5.3.3 An annual review by the Lead Pastor shall provide mutual insight and consideration of the work and tenure of the Vice President under the guidance of the Lead Pastor.

5.4 Terms of Office:

5.4.1 The Vice President's term of office shall be for one year and may serve successive terms.

5.5 Resignation:

5.5.1 Resignation of the Vice President shall be governed in the same manner as that listed in Article VI, Section 1.15 of these Bylaws, governing Resignation of Directors.

5.6 Removal:

5.6.1 The removal of the Vice President shall be governed in the same manner as that listed in Article VI, Section 1.16 of these Bylaws, governing Removal of Directors.

5.7 Membership:

5.7.1 The Vice President is an automatic member of the ministry.

Section 6. Ministry Secretary

6.1 Qualifications:

6.1.1 Qualifications of the Ministry Secretary shall be governed in the same manner as that listed in Article VI, Section 3.2.1 of these Bylaws, governing Qualifications of the Lead Pastor.

6.1.2 All other qualifications will be determined by the Lead Pastor.

6.1.3 The Ministry Secretary shall be the secretary of KWM.

6.2 Duties:

6.2.1 The Ministry Secretary's duties shall include keeping a true and accurate record (minutes) of all business meetings of the ministry and the Board of Directors.

6.2.2 The Ministry Secretary may personally fulfill the duties or delegate as agreed to by the Lead Pastor or the Board of Directors.

6.2.3 The Ministry Secretary shall be custodian of all legal documents and ministry books and shall make such reports and reform such duties as are required of him or her by the ministry and these records shall be kept at the principal office of the ministry. All books and records of KWM may be inspected by any active member in good standing, or agent, as specified within Article X, Section 1.4 of these Bylaws, governing Required Books and Records, for any purpose at any reasonable time.

6.2.4 The Ministry Secretary shall be authorized to sign all official and legal documents, to conduct ministry correspondence where required, and to

perform any other functions as are customary or as may be directed by the Lead Pastor or the Board of Directors.

6.3 Appointment:

6.3.1 The Lead Pastor shall appoint a person whom he deems qualified to serve as Ministry Secretary.

6.3.2 The members of the Board of Directors shall affirm the appointment.

6.3.3 An annual review by the Lead Pastor shall provide mutual insight and consideration of the work and tenure of the Ministry Secretary under the guidance of the Lead Pastor.

6.4 Terms of Office:

6.4.1 The Ministry Secretary's term of office shall be for one year and may serve successive terms.

6.5 Resignation:

6.5.1 Resignation of the Ministry Secretary shall be governed in the same manner as that listed in Article VI, Section 1.15 of these Bylaws, governing Resignation of Directors.

6.6 Removal:

6.6.1 The removal of the Ministry Secretary shall be governed in the same manner as that listed in Article VI, Section 1.16 of these Bylaws, governing Removal of Directors.

6.7 Membership:

6.7.1 The Ministry Secretary is an automatic member of the ministry.

Section 7. Ministry Treasurer

7.1 Qualifications:

7.1.1 Qualifications of the Ministry Treasurer shall be governed in the same manner as that listed in Article VI, Section 3.2.1 of these Bylaws, governing Qualifications of the Lead Pastor.

7.1.2 All other qualifications will be determined by the Lead Pastor.

7.1.3 The Ministry Treasurer shall be the treasurer of KWM.

7.2 Duties:

7.2.1 The Ministry Treasurer's duties may be delegated to a bookkeeper or accountant and shall include being the overseer and custodian of all monies and securities of the ministry funds which shall be deposited as required to the credit of the ministry in such banks, trust companies or other depositories as designated by the Lead Pastor or Board of Directors.

7.2.2 The Ministry Treasurer shall disburse the funds of the ministry in payment of the just demands against the ministry, shall be authorized to sign checks and make disposition of funds as may be required in the accurate conduct of

ministry business under the supervision of the Lead Pastor and consistent with this or any other provision of these Bylaws.

- 7.2.3 All checks, drafts or orders for the payment of money, notes, evidence of indebtedness issued in the name of KWM shall be signed by the Lead Pastor or his designee, in such manner as shall from time to time be determined by resolution of the Board of Directors. The signature of such persons may be a facsimile
- 7.2.4 The Ministry Treasurer shall be custodian of all financial records, shall reform such duties as are required of him or her by the ministry and shall make an accounting of all transactions made as Treasurer and of the financial condition of the ministry. All financial book, records, and reports shall be kept at the principal office of the ministry. The financial books, records, and reports of KWM may be inspected by any active member in good standing, or agent, as specified within Article X, Section 1.4 of these Bylaws, governing Required Books and Records, for any purpose at any reasonable time.
- 7.2.5 The Ministry Treasurer shall make such reports and shall reform such duties as are required of him or her by the ministry and these records shall be kept at the principal office of the ministry.
- 7.2.6 The Ministry Treasurer shall give a financial report to the Board of Directors at its annual meeting or any other meeting so called, as directed by the Lead Pastor and to the members at the ministry's annual meeting.
- 7.2.7 The Ministry Treasurer shall perform any other functions that may be customary or as may be directed by the Lead Pastor or the Board of Directors.
- 7.2.8 All the duties of the Ministry Treasurer may be delegated to others to assist the Treasurer in carrying out the duties and functions of the Ministry Treasurer's Office following consultation and approval of the Lead Pastor and consensus by the Board of Directors.

### 7.3 Appointment:

- 7.3.1 The Lead Pastor shall appoint a person whom he deems qualified to serve as Ministry Treasurer.
- 7.3.2 The members of the Board of Directors shall affirm the appointment.
- 7.3.3 An annual review by the Lead Pastor shall provide mutual insight and consideration of the work and tenure of the Ministry Treasurer under the guidance of the Lead Pastor.

### 7.4 Terms of Office:

- 7.4.1 The Ministry Treasurer's term of office shall be for one year and may serve successive terms.

### 7.5 Resignation:

7.5.1 Resignation of the Ministry Treasurer shall be governed in the same manner as that listed in Article VI, Section 1.15 of these Bylaws, governing Resignation of Directors.

7.6 Removal:

7.6.1 The removal of the Ministry Treasurer shall be governed in the same manner as that listed in Article VI, Section 1.16 of these Bylaws, governing Removal of Directors.

7.7 Membership:

7.7.1 The Ministry Treasurer is an automatic member of the ministry.

**ARTICLE VII**  
**COMMITTEES, DEPARTMENTS, AND TEAMS**

Section 1. Executive Committee

1.1 The Board of Directors, by resolutions adopted by a majority of the number fixed by these By-laws, may elect an Executive Committee, which shall consist of not less than two Directors, including the Lead Pastor.

1.2 When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law by the By-laws provided that the Executive Committee shall not have power to:

1.2.1 fill vacancies on the Board or on any of its committees or

1.2.2 amend the Articles of Incorporation pursuant to the Virginia Nonstock Corporation Act and these Bylaws.

1.3 The Executive Committee shall report at the next regular meeting or special meeting of the Board of Directors all action which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

Section 2. Finance Committee

2.1 The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these By-laws, may elect a Finance Committee, which shall consist of not less than two Directors.

2.2 The Finance Committees shall consider and report to the Board with respect to such other matters relating to the financial affairs of KWM as may be requested by the Lead Pastor or the Board of Directors.

2.3 The Committee shall report periodically to the Board of Directors on all actions it may have taken.

Section 3. Other Committees

- 3.1 The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by By-laws, may establish such other standing or special committees of the Board as it deems advisable, consisting of not less than two Directors and the members, terms, and authority of such committees shall be set forth in the resolution establishing the same.

## Section 4. Operating Procedures

### 4.1 Terms of Office:

- 4.1.1 Members of any Committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such Committee is dissolved by the Board of Directors.

### 4.2 Meetings:

- 4.2.1 Regular and special meetings of any Committee established pursuant to this Article may be called and shall be governed in the same manner as that listed in Article VI, Section 1.10.5-6 of these Bylaws, governing Board of Directors Meetings.

### 4.3 Quorum:

- 4.3.1 A majority of the members of any Committee serving at the time of any meeting, thereof, shall constitute a quorum for the transaction of business at such meeting.
- 4.3.2 The action of a majority of those members present at a committee meeting at which a quorum was present shall constitute the act of the Committee.

### 4.4 Proxies:

- 4.4.1 Voting by proxy is prohibited.

### 4.5 Compensation:

- 4.5.1 Members shall not receive salaries or compensation for their services as Committee Members.

### 4.6 Vacancies:

- 4.6.1 Any vacancies occurring in a Committee resulting from any cause whatsoever, may be filled by majority of the number of Directors fixed by these By-laws.

### 4.7 Resignations:

- 4.7.1 Resignation of any member of a Committee shall be governed in the same manner as that listed in Article VI, Section 3.7 of these Bylaws, governing Resignation of the Lead Pastor.

### 4.8 Removal:

- 4.8.1 The removal of any member of a Committee shall be governed in the same manner as that listed in Article VI, Section 1.16 of these Bylaws, governing Removal of Directors.

