

ARTICLES OF INCORPORATION
OF
KINGDOM WORKER MINISTRIES

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

ARTICLE I
CORPORATE NAME

The name of the corporation is Kingdom Worker Ministries, hereinafter referred to as KWM.

ARTICLE II
DURATION

The period of duration of KWM is perpetual.

ARTICLE III
PURPOSES

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:

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.

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.

To encourage and promote social, economic, educational, and spiritual growth of members through Christ-centered discipleship and practical Biblical training programs.

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.

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 **MEMBERS**

KWM shall have one or more classes of members with such designations, qualifications and rights as set forth in the Bylaws of KWM.

ARTICLE V **DIRECTORS**

KWM shall be governed by its Board of Directors. The directors of KWM shall be elected or appointed as follows:

The Lead Pastor shall appoint persons whom he deems qualified to serve on the Board of Directors. The Lead Pastor shall fill a vacancy occurring 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.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the KWM's initial registered agent is George A. Evans, who is a resident of Virginia and an initial director of KWM.

The address of KWM's initial registered office, which is identical to the business office of the initial registered agent, is 1455 Mahone Street, Christiansburg, VA 24073. The registered office is located in the County of Montgomery.

ARTICLE VII
INITIAL DIRECTORS

The names and addresses of the initial directors are:

George A. Evans
1455 Mahone Street
Christiansburg, VA 24073

Lee E. Suggs, Sr.
1602 Dodson Road
Roanoke, VA 24017

Danielle Higgs
3166 Riner Road
Christiansburg, VA 24073

Belinda Jordan
1105 Juniper Drive
Christiansburg, VA 24073

Patricia Diane Sumner
330 Robin Hood Drive
Christiansburg, VA 24073

ARTICLE VIII
LIMITATIONS AND RESTRICTIONS

KWM is organized exclusively for charitable, religious, educational, and/or scientific 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, or the corresponding section of any future Federal tax code. The following limitations and restrictions will apply to the operations of the corporation:

The property of KWM is irrevocably dedicated to religious purposes and no part of the net earnings of KWM shall inure to the benefit of, or be distributable to its directors, trustees, officers, members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of KWM shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of this document, KWM shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

KWM is not organized and shall not operate for the private gain of any person. KWM shall not lend any of its assets to any director, trustee, officer, or member of KWM or guarantee to any person the payment of a loan by a director, trustee, officer, or member of KWM.

ARTICLE IX
DEBT OBLIGATION AND PERSONAL LIABILITY

No director, trustee, officer, or member of KWM shall be personally liable for the debts or obligations of KWM of any nature whatsoever, nor shall any of the property of the directors, trustees, officers, or members be subject to the payment of the debts and/or obligations of this corporation.

ARTICLE X
DISSOLUTION

Upon termination or dissolution of KWM, so that it no longer functions as a corporate entity, any assets lawfully owned by KWM, shall be applied and distributed as follows: (1) all liabilities, debts, costs, expenses, and obligations of KWM shall be paid and discharged or adequate provision shall be made therefore; (2) pursuant to a plan adopted by the Board of Directors, assets shall be transferred or conveyed to one or more domestic or foreign corporation, society, or organization that qualify as exempt organizations and/or for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, and are engaged in activities substantially similar to those of KWM or shall be distributed to the federal government, or to a state or local government, for public use.

No part of the net earning, or properties of KWM, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its directors, trustees, officers, members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE XI
TENETS OF FAITH

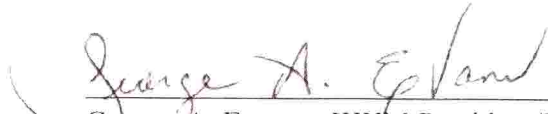
The Bible shall be the rule and guide of faith as set forth in the Statement of Beliefs contained within the Bylaws of KWM.

ARTICLE XII
AMENDMENTS


Amendments to these Articles of Incorporation will be guided by the leadership of the Lead Pastor in cooperation with the Board of Directors, at any regular or special business meeting. Upon consideration and completion of recommended changes, an amendment may be adopted by approval of two-thirds' (2/3's) of the Board of Directors and the revision recorded as such.

ARTICLE XIII
INCORPORATORS

We the undersigned, do hereby certify that the above stated Articles of Incorporation of Kingdom Worker Ministries were approved by the Board of Directors on Thursday, July 18, 2019 and constitute a copy of Articles of Incorporation of Kingdom Worker Ministries.



George A. Evans – KWM President/Lead Pastor




Lee E. Suggs, Sr. – KWM Vice President



Danielle Higgs – KWM Secretary/Treasurer



Belinda Jordan – KWM Board Member



Patricia Diane Sumner – KWM Board Member

Acknowledgement of consent to appoint as registered agent

I, George A. Evans, agree to be the registered agent for Kingdom Worker Ministries (KWM) as appointed herein.



George A. Evans – Registered Agent

Date: 7/18/19

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, August 6, 2019

This is to certify that the certificate of incorporation of

Kingdom Worker Ministries

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: August 6, 2019



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

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.

Section 5. Departments and Teams

- 5.1 The Board of Directors shall appoint such departments and teams as is necessary to accomplish the mission of the ministry and manage its affairs.
- 5.2 All such entities shall operate under the supervision of and be amenable to the Lead Pastor.
- 5.3 Additional guidance may be provided in Organizational, Operational, or Policy Manuals at the discretion of and with the oversight of the Board of Directors.

ARTICLE VIII **MEMBERSHIP**

Section 1. Definitions

- 1.1 Membership shall be open to all
 - 1.1.1 who officially covenant together and agree, in writing to fulfill the vision of KWM,
 - 1.1.2 who give evidence of their faith in the Lord Jesus Christ,
 - 1.1.3 who voluntarily subscribe to the purpose, policies, and tenets of faith of KWM,
 - 1.1.4 who agree to be governed by KWM Bylaws as herein set forth,
 - 1.1.5 and whose admission will contribute to the ministries' ability to fulfill its charitable purpose.
- 1.2 Members, upon completion of the Membership Application and Board approval, shall be granted membership and shall have all the rights afforded members under the Virginia Nonstock Corporation Act and these Bylaws.
- 1.3 The word "member" shall not be deemed to hold any ownership in KWM and no member shall be entitled to any dividend or any part of the income of the ministry or to share in the distribution of the ministry assets upon the dissolution of the ministry.
- 1.4 The ministry shall have three (3) classes of membership, which shall be: Active (Voting), Active (Non-voting), and Inactive (Non-voting) and one (1) class of partnership.

Section 2. Active Memberships (Voting)

- 2.1 Eligibility:
 - 2.1.1 All persons who qualify for membership as noted above and whose names appeared on the original Membership Roll of the ministry at the time that it was first organized, together with those names that have been added, shall constitute the active voting membership of KWM, if they satisfy the following criteria:

- 2.1.1.1 Be born again, giving evidence of a consistent Christian life in line with the moral principles of Scripture.
- 2.1.1.2 Complete and adhere to the standards of the Leadership/Membership Course, as administered by the leadership of KWM at various opportunities in the calendar year.
- 2.1.1.3 Fully subscribe to the Statement of Beliefs as set forth in these Bylaws, Exhibit A.
- 2.1.1.4 Be at least eighteen (18) years of age.
- 2.1.1.5 Regularly attend worship services.
- 2.1.1.6 Contribute to the financial support to KWM.

2.2 Voting Rights:

2.2.1 Real Property Transactions:

- 2.2.1.1 Members shall vote on any real property transaction with a purchase or sale price over \$1,000,000 with a two-thirds' (2/3's) vote of the active voting ministry membership present and voting at any meeting called for the purpose of approving the real property transaction.
- 2.2.1.2 Upon receiving approval of the transaction via a majority vote of the voting members present at any regular or special called business meeting, the Board of Directors shall be legally empowered to complete the purchase and/or sale.

2.2.2 Election of Lead Pastor:

- 2.2.2.1 Members shall be empowered to vote on the selected Lead Pastor candidate as specified within Article VI, Section 3.4 of these Bylaws, governing Election of the Lead Pastor.

2.2.3 Amendments to These Bylaws:

- 2.2.3.1 Members shall be empowered to vote on any amendments to these Bylaws, with a two-thirds' (2/3's) vote of the active voting ministry membership present and voting at any meeting called for the purpose of approving the amendment(s).
- 2.2.3.2 Notification of such proposed amendments shall be submitted and made available to members at least two weeks prior to the business meeting in which they are considered for adoption.

2.2.4 Other Matters of Business:

- 2.2.4.1 The Board of Directors may bring any item of business they deem of sufficient weight or portent to the members for a vote at any regular or specially called business meeting.

Section 3. Active Memberships (Non-voting)

3.1 Eligibility:

- 3.1.1 All persons who qualify for membership as noted above and whose names appeared on the original Membership Roll of the ministry at the time that it was first organized, together with those names that have been added, shall constitute the active non-voting membership of KWM, if they satisfy the following criteria:
 - 3.1.1.1 Be born again, giving evidence of having received Christ as personal Savior.
 - 3.1.1.2 Who meet the qualifications for membership established by this ministry.
 - 3.1.1.3 Be under eighteen (18) years of age.
- 3.1.2 Upon reaching the age of eighteen (18) years, non-voting members shall automatically become voting members.

Section 4. Inactive Membership (Non-voting)

4.1 Criteria:

- 4.1.1 Members who shall, without good cause, absent themselves from the services of this ministry for six (6) consecutive months or more, or who may be out of harmony with its teachings, or who shall be under charges of misconduct, or who may have fallen away from the faith, shall by implementation of the Lead Pastor and Board of Directors, and by action so stated in the minutes, be automatically placed on inactive membership status (in other words, become a non-voting member) and shall lose any legal standing associated with membership until such time as the affected member's case has become final either by the member's own inaction, or after the case has been fully reviewed by the official Board of Directors.

4.2 Notice of Inactive Status:

- 4.2.1 Notice of inactive status and the reasons therefore shall be sent via certified mail to the affected member's last known address as noted in the ministry files.
- 4.2.2 It shall be each member's responsibility to keep the ministry notified of his current address.
- 4.2.3 Receipt of said notice shall be presumed on the fifth (5th) day following the letter being posted.

4.3 Review:

- 4.3.1 Membership in this ministry is an ecclesiastical matter and is subject to the biblical mandates reflected in this document and other ministry policies.
- 4.3.2 An individual may be granted the opportunity to appeal the decision of the board regarding membership status at the discretion of the board.
- 4.3.3 Such appeal must be made in writing, and within 7 (seven) days of notification by the board.

4.3.4 When such an appeal is granted, a review will be conducted by the Board of Directors.

4.3.5 In such cases, the member whose status is in question must appear and personally present his or her situation or appeal to the Board of Directors for consideration.

4.3.6 The affected member has no right to legal action or the presence of an attorney during any review of membership.

4.3.7 Following the presentation, the Board of Directors shall prayerfully consider all the evidence and render a decision. Such decision shall be final.

4.4 Removal:

4.4.1 If reinstatement is not granted, the affected person shall immediately be removed from membership in this ministry and have no further right to appeal or redress in this ministry, the civil courts, or elsewhere.

Section 5. Partnerships (Non-voting)

5.1 Definition:

5.1.1 Partnership is a covenant, a bridge, a joining together, in faith, those who fund the work of the ministry with the work itself in support of each other.

5.1.2 Partnership gifts enables KWM to carry out its mission and positions the partners to receive the rewards for the work, the anointings of the ministry and a grand harvest on your seed sown.

5.1.3 Financial Supporter:

5.1.3.1 A partner who commits to funding the work of the ministry with gifts, contributions, tithes and offerings.

5.1.4 Mutual Prayer Supporter:

5.1.4.1 A partner who commits to pray for the work of the ministry.

5.2 Eligibility:

5.2.1 Partnerships are available to individuals, families, businesses and ministries that faithfully and periodically sow some level of financial support and prayer into the ministries.

5.3 Benefits:

5.3.1 Spiritual rewards for the ministry work being done at KWM.

5.3.2 A harvest on financial seed sown into KWM.

5.3.3 The ministry's anointing operating in your own life.

5.3.4 The satisfaction of knowing that you are reaching far beyond your personal sphere of influence and impacting people all over the world through this ministry.

Section 6. Other Membership Policies

6.1 Review of Membership and Partnership Rosters

6.1.1 In order to keep the active membership and partnership roster current, review shall be made during the sixty (60) days (about 2 months) prior to the annual business meeting.

6.1.2 The Lead Pastor and the Board of Directors shall be authorized to revise the membership roll of the ministry annually, and to remove from the list of active members all names of those who have deceased during the year, together with the names of those who may have been removed from membership as noted in the preceding provisions.

6.2 Removal/Transfer of Membership:

6.2.1 Members in good standing, who may wish to sever their relationship with the ministry, or who may desire to be transferred to some other congregation, may apply to the Ministry Secretary with a letter, which shall be granted on the approval of the Lead Pastor and the Board of Directors. Said letter is to be signed by the Lead Pastor.

6.3 Member Meetings:

6.3.1 The Lead Pastor shall preside over and solely call all Member meetings.

6.3.2 The Annual State of the Ministry Meeting shall be held in the first quarter of every year at such time and place, as the Lead Pastor shall decide, to present information pertaining to the business of the ministry. Due notice of said meeting shall be given for at least two (2) successive weeks immediately preceding it, by ministry publication and by announcement.

6.3.3 Special membership meetings may be called by the Lead Pastor in cooperation with the Board of Directors. Due notice shall be given for two successive weeks immediately preceding the meeting by ministry publication and announcement. Notice of said meetings shall state the purpose for such meeting.

6.3.4 Membership meetings of the ministry shall be governed by acceptable procedures in keeping with the spirit of Christian love and fellowship.

6.3.5 It is understood that all active Members should be able to voice any concern or seek additional information from the Lead Pastor or the Board of Directors prior to official meetings.

6.4 Quorum:

6.4.1 A quorum shall consist of all Members in good standing that are present.

6.5 Voting:

6.5.1 No vote shall be taken at any Member meeting except as shall be authorized by the Lead Pastor, except as noted in Article VI, Section 3.8 of these Bylaws, governing Removal of Lead Pastor.

6.5.2 In order to be eligible to vote, a Member must be present to participate in discussions prior to a vote.

6.6 Member Information:

- 6.6.1 KWM values your trust and we want our members to understand that any personal information we collect is protected. KWM will not share, rent or sell any of your information.

ARTICLE IX

PROHIBITIONS

Section 1. Prohibited Acts:

- 1.1 As long as KWM is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the ministry shall:
- 1.1.1 Do any act in violation of the Articles of Incorporation, the Bylaws, the Conflict of Interest Policy, or a binding obligation of the ministry.
 - 1.1.2 Do any act with the intention of harming KWM or any of its operations.
 - 1.1.3 Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of KWM.
 - 1.1.4 Receive an improper personal benefit from the operation of KWM.
 - 1.1.5 Use the assets of KWM, directly or indirectly, for any purpose other than carrying on the business of this ministry.
 - 1.1.6 Wrongfully transfer or dispose of property of KWM, including intangible property such as good will.
 - 1.1.7 Use the name of KWM (or any substantially similar name) or any trademark or trade name adopted by KWM, except on behalf of KWM in the ordinary course of the ministry's business.
 - 1.1.8 Disclose any of the ministry's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Section 2. Other Prohibitions:

- 2.1 KWM shall not make any loan to a Director, officer, or member of the ministry.

ARTICLE X

BOOKS, RECORDS, AND DOCUMENTS

Section 1. Required Books and Records:

- 1.1 KWM shall keep correct and complete books and records of account and maintain such records in accordance with the Document Retention Policy. The ministry's books and records shall include:

- 1.1.1 A file-endorsed copy of all documents filed with the Commonwealth of Virginia State Corporation Commission.
 - 1.1.2 A copy of the Bylaws, and any amendments to the same.
 - 1.1.3 A copy of the Conflict of Interest Policy.
 - 1.1.4 Minutes of the proceedings of the Board of Directors, and of any committees having the authority of the Board of Directors.
 - 1.1.5 A list of the names and addresses of the Directors, Officers, and Members of KWM.
 - 1.1.6 A balance sheet for the seven (7) most recent fiscal years.
 - 1.1.7 An income statement for the seven (7) most recent fiscal years.
 - 1.1.8 All rulings, letters, and other documents relating to the ministry's federal, state, and local tax status.
- 1.2 The fiscal year of KWM shall be from January 1 to December 31 of each year.
 - 1.3 Books and records shall be kept at the principal office of KWM.
 - 1.4 All books and records of KWM may be inspected by any active member in good standing, or agent, for any purpose at any reasonable time, in accordance to the Transparency and Accountability Policy.
 - 1.5 Members' right to access such records shall not include records containing personal information of a private nature about any specific individual. Such limitations include, but may not be limited to, ministerial, credential and personnel files, disciplinary records, individual giving, or compensation records.

Section 2. Property

2.1 Documentation:

- 2.1.1 Title to all real property acquired by KWM shall be deeded to KWM and held in its name.
- 2.1.2 The Lead Pastor and/or the Treasurer shall certify all documents relating to the purchase, sale, or lease of real property, and that the same has been duly authorized in accordance with these Bylaws.

2.2 Property Status upon Division:

- 2.2.1 In the event the members of KWM become divided over irreconcilable differences, all property of KWM shall remain with those members, whatever their number, whom the Board of Directors side with.
- 2.2.2 The Board of Directors shall be allowed to address the situation after due investigation.
- 2.2.3 2.2.2 The Board of Directors shall make a binding determination as to which members are adhering to the Tenets of Faith and in agreement with Lead Pastor.
- 2.2.4 The same shall be deemed authorized to continue as members under these Bylaws.

2.2.5 The remaining members shall then have their membership revoked.

3.1.1 The purpose of this document retention policy is establishing standards for document integrity, retention

ARTICLE XI

INDEMNIFICATION

Section 1. Definition:

1.1 Mandatory Indemnification:

1.1.1 KWM shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which he or she was party because he or she is or was a director of KWM against reasonable expenses incurred by him or her in connection with the proceedings.

1.2 Permissible Indemnification:

1.2.1 KWM shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of KWM, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 2. Procedure:

2.1 Advance for Expenses:

2.1.1 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by KWM in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

2.1.1.1 A written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and

2.1.1.2 An undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by KWM in these Bylaws.

Section 3. Procedure:

3.1 Indemnification of Officer, Agents and Employees:

3.1.1 An officer of KWM who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. KWM may also indemnify and advance expenses to an employee or agent of

KWM who is not a director, consistent with the laws of the Commonwealth of Virginia and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board of Directors or by contract.

ARTICLE XII

DISSOLUTION OR TERMINATION

Section 1. Procedures:

- 1.1 Upon termination or dissolution of KWM, so that it no longer functions as a corporate entity, any assets lawfully owned by KWM, shall be applied and distributed as follows:
 - 1.1.1 All liabilities, debts, costs, expenses, and obligations of KWM shall be paid and discharged or adequate provision shall be made therefore;
 - 1.1.2 Pursuant to a plan adopted by the Board of Directors, assets shall be transferred or conveyed to one or more domestic or foreign corporation, society, or organization that qualify as exempt organizations and/or for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, and are engaged in activities substantially similar to those of KWM or shall be distributed to the federal government, or to a state or local government, for public use.
- 1.2 No part of the net earning, or properties of KWM, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its directors, trustees, officers, members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE XIII

MISCELLANEOUS

Section 1. Miscellaneous Items:

- 1.1 Legal Authorities Governing Construction of Bylaws:
 - 1.1.1 The Bylaws shall be construed in accordance with the laws of the Commonwealth of Virginia.

1.1.2 All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

1.2 Legal Construction:

1.2.1 If any section of the Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other section and the Bylaws shall be construed as if the invalid, illegal, or unenforceable section had not been included in the Bylaws.

1.3 Dispute Resolution:

1.3.1 Any controversy, claim, or dispute arising from or related to these Bylaws shall be settled by mediation and, if mediation is unsuccessful, by legally binding Christian arbitration.

1.3.2 Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction.

1.3.3 The parties understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising out of these Bylaws and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims or disputes, except to enforce an arbitration decision.

1.4 Conflicts of Interest Policy:

1.4.1 The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the interest of KWM when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

1.5 Nondiscrimination Statement:

1.5.1 The directors, officers, committee members, employees, and persons served by KWM shall be selected entirely on a nondiscriminatory bases with respect to age, sex, race, religion, nation origin, and sexual orientation. It is the policy of KWM not to discriminate on the basis of race, creed, ancestry, martial status, gender, sexual orientation, age physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

1.6 Gender:

1.6.1 Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all words in the female gender shall be deemed to include the male or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

1.7 1.5 Establishing Initial Membership:

1.7.1 For the purpose of adopting these bylaws provisional membership shall be granted to the Board of Directors and the individuals who made up the original KWM Launch Team.

1.7.2 Their membership status will be confirmed upon completion of the Leadership/Membership Course, as administered by the leadership of KWM at various opportunities in the calendar year.

Section 2. Counterterrorism and Due Diligence Policy:

2.1 In further of its exemption by contribution to other organizations, domestic and foreign, KWM shall stipulate how the funds will be used and shall require the recipient to provide the ministry with detailed records and financial proof of how the funds were utilized.

2.2 Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for U.S.-Based Charities" is not mandatory, KWM willfully and voluntarily recognize and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-base approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

2.3 KWM shall comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by preexisting U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Section 3. Codes of Ethics and Whistleblower Policy:

3.1 KWM shall have a Codes of Ethics and Whistleblower Policy for the purpose of achieving compliance with various laws and regulations.

ARTICLE XIV
AMENDMENTS TO BYLAWS

Section 1. Procedures:

1.1 The provisions of the Bylaws may be modified, altered, amended, or repealed, and new Bylaws may be proposed by the Board of Directors by two-thirds majority vote of the members of the Board of Directors at a regular or special meeting, provided, however,

1.1.1 that no amendment shall be made to these Bylaws which would cause the ministry to cease to qualify as an exempt corporation under Section

- 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code; and,
- 1.1.2 that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds' (2/3's) vote of a quorum of directors at a meeting of the Board of Directors.
 - 1.1.3 That all amendments be consistent with the Articles of Incorporation of KWM.
- 1.2 The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw Sections as well as the text of any existing sections proposed to be altered, amended, or repealed or a fair summary of those sections.
 - 1.3 Proposed amendments to these Bylaws may be made at any regular or special meeting of the members of this ministry, provided notice of proposed amendments in written or electronic format has been made available to all members no less than three weeks prior to consideration.
 - 1.4 No amendments shall be made to these Bylaws which would cause the ministry to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
 - 1.5 Such proposed amendments shall be adopted upon receiving a two-thirds' (2/3's) vote of the active voting ministry membership present and voting at any meeting called for the purpose of amending the Bylaws.
 - 1.6 Only those voting members present shall have the right to cast a vote.
 - 1.7 Absentee ballots or voting by proxy shall not be accepted.
 - 1.8 As soon as the proposed amendments have been adopted as herein provided, results of the vote shall be announced by the Lead Pastor and declared adopted, whereupon such amendments shall be in full force of effect.
 - 1.9 Amendments to the Bylaws shall be signed by the Board of Directors, then recorded and filed with the existing Bylaws.

ARTICLE XV
EMERGENCY POWERS AND BYLAWS

Section 1.

- 1.1 Definition:
 - 1.1.1 An "emergency" exists for the purposes of this section if a quorum of the directors cannot readily be obtained because of some catastrophic event.
- 1.2 Procedures:
 - 1.2.1 In the event of an emergency, the Board of Directors may:

- 1.2.1.1 Modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and
- 1.2.1.2 Relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so.
- 1.2.2 During an emergency, notice of a meeting of the Board of Directors only needs to be given to those directors whom it is practicable in any manner including by publication or radio.
- 1.2.3 One or more officers of KWM present at a meeting of the Board of Directors may be deemed directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum.
- 1.2.4 Ministry action taken in good faith during an emergency binds the ministry and may not be the basis for imposing liability on any director, officer, employee or agent of the ministry on the ground that the action was not authorized.
- 1.2.5 The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the ministry during an emergency including:
 - 1.2.5.1 Procedures for calling a meeting of the Board of Directors;
 - 1.2.5.2 Quorum requirements for the meeting; and
 - 1.2.5.3 Designation of additional or substitute directors.
- 1.2.6 The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board of Directors has deemed that the emergency has ended.

EXHIBIT A - STATEMENT OF BELIEFS

KWM recognizes that it cannot, and does not desire to, bind the conscience of individuals in areas where Scripture is silent. Rather, each believer is to be led in those areas by God, to whom he or she alone is ultimately responsible. We believe the Statement of Beliefs to be an accurate summary of what Scripture teaches.

While we could write statement after statement of beliefs that sound theological, spiritual, or even biblical, we have elected not to do so. We believe that our ability to seek and find the truth is limited to our ability to think or reason. We have learned that certain things we hear trigger predictable responses that will automatically close our minds to the information being presented because we see it as a threat to our very basic religious foundation. We believe we must first

make sure our foundation is solid and the biblical information that we have is solid as well and without spot.

We have learned that one weak spot in our foundation can cause our whole house to crumble and as the foundation fails, so goes the integrity of the structure. We realize that many have built their belief system on those fundamental truths learned when first we believed, and these truths were the building blocks to our current belief system. When the building blocks of our belief system fail due to misinformation or misinterpretation, so goes the integrity of our belief system. This is why we have to make sure our foundation is solid, that our beliefs are well grounded in the truths contained in the word of God.

We know that words can be manipulated to say many things, but there are times when our mind manipulates the things we hear to suit our belief system, like a self-preservation mechanism that only allows us to process information that does not threaten our core belief system. Instead of seeking and accepting truth, we seek and accept things that fit into our perception of truth.

We are to the point where we are not sure what to believe anymore. As we continue to accept the changes that are occurring in our churches, in our communities, in our society, and in the world, we have become easy prey for all the false teachings, doctrines, edicts, and theologies. We accept them without question and recite them without fully understanding them. Most of the time, we have no idea what we are reciting because we do it out of obedience.

But who are we being obedient to, God or man? Are we being obedient because God has told us to be obedient or because man has told us to be? How would we know, when we do not even open up our bibles to check up on the information that is presented to us. Because it sounds biblical, then it must be true, and it must be from God. Knowledge is power, misinformation destruction. We are being destroyed because we have limited God and limited ourselves.

We have failed to follow the things God has set forth for us in his word. He has provided for us, everything we need in order to fully know him and to worship him in spirit and in truth. We have failed to open our minds to him, choosing to limit ourselves to that which we think sounds more like something that God would tell us. We recite things that make us sound intelligent to others, but we lack full revelation and the ability to understand those things.

Each one of us has developed our own belief system based on our many life experiences over the years. Nevertheless, each one of us has a problem. There is so much clutter in our minds from the things we have read, seen, heard, and been taught that we have been stalemated by our own belief system, stopping us from growing in the word of God. Some of us have a sense of loyalty to the things that we have learned throughout our life, be they right or wrong, that to venture from them leaves us with the feeling of displeasing God. We get the feeling that we are questioning God and our past has instilled into our belief system that God will rain fire and brimstone on us for our unfaithfulness.

As stated earlier, our ability to seek and find the truth is limited to our ability to think or reason. Limited truth causes uncertainty or confusion and is often used in an attempt to mislead somebody. It arouses doubts and suspicions about somebody's honesty or sincerity. It is difficult to interpret, respond to, and understand. Limited truth comes from a lack of knowledge, a lack of understanding, and a lack of revelation from God.

By definition, the truth is absolute. The truth corresponds to fact and reality and is generally believed to be unconditional. The truth is unequivocally complete, not capable of being viewed as partial or relative. The truth is not dependent by or qualified by anything else. The truth is absolute. The truth comes directly from God who grants wisdom, understanding, and revelation knowledge.

Unbeknown to many, God has strategically placed tidbits of information throughout the Bible for those who are searching for the truth as guides to point them in the right direction and to aid them in solving the mysteries of God. As they step outside of the box of traditionalism, they are able to free their minds from their self-imposed captivity as they gain access to the truth. And as they gain access to the truth, they will come to know truth, and this is the truth that will set them free. Here are a few of those strategically placed tidbits of information that are the fundamental truths that are the basic building blocks that have been used to form the very foundation to our belief system and what we believe.

We believe God, although a spirit with material substance and a real form, consist of his physical structure, his essential character, which is the totality of the fundamental nature that makes all things what they are, and his word, which serves to communicate, affirm, assure, and express his thoughts, commands, and feelings.

We believe God to be one true God, for he is the first and the last and there be no other God but him. He is holy and separate from his creation, yet an integral part of its very existence. He created the heavens and stretched them forth; he has spread forth the earth and that which comes out of it; he is the giver of breath to the inhabitants upon it; and has given spirit to those that walk therein. He forms the light and creates the darkness, makes peace and creates evil, for he is God and he does all these things.

While we know God to be sovereign and able do anything he pleases, we believe almighty God, the creator of the universe, has bound himself by his word. God will not violate his word, which in turn would destroy his own character, destroy his own credibility, and destroy his own integrity. And because of this belief, we know that it is impossible for God to lie. His word is a representation of him. God's word is the same as God himself.

We believe there to be no variation or deviation in God, nor the slightest suggestion of change. Whatever was done in the beginning is the same that is being done today and will continue to be done, henceforth. Whatever was said in the beginning is the same that is being said today and will continue into our future. Changes occurred because man changed what God says, not

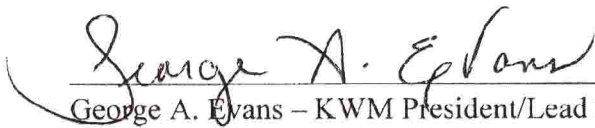
because God changed what God says. Man has changed many things and used God's name to do so. The scriptures say that God changes not.


We believe God to be no respecter of persons, for God has to treat everyone and everything the same, regardless of who or what they are. Any exception would mean that he lied, which we believe to be impossible and that he changed, which he says he changes not. We also believe there is no iniquity found with God, because God is a righteous and just God.

We believe God to be our only source for wisdom, understanding, and revelation knowledge. We believe his inspired word of truth is given to us to tell us what to believe, what is wrong, how to correct wrong, and how to live. We also believe that this inspired word of truth includes everything needed for us to grow in maturity, to be perfect, and to do what God wants.

CERTIFICATION OF BYLAWS

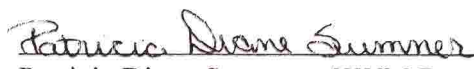
We the undersigned, do hereby certify that the above stated Bylaws of Kingdom Worker Ministries were approved by the Board of Directors on Thursday, July 18, 2019 and constitute a copy of the Bylaws of Kingdom Worker Ministries.


George A. Evans – KWM President/Lead Pastor


Lee E. Suggs, Sr. – KWM Vice President


Danielle Higgs – KWM Secretary


Belinda Jordan – KWM Board Member


Patricia Diane Sumner – KWM Board Member

CONFLICT OF INTEREST POLICY
OF
KINGDOM WORKER MINISTRIES

ARTICLE I
PURPOSE

Section 1. Purpose

- 1.1 The purpose of this conflict of interest policy is to protect the interest of Kingdom Worker Ministries (KWM), a tax-exempt corporation, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, trustee, officer, or member of this ministry or might result in a possible excess benefit transaction.
- 1.2 This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

ARTICLE II
DEFINITIONS

Section 1. Definitions

- 1.1 Interested Person:
 - 1.1.1 Any director, trustee, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 1.2 Financial Interest:
 - 1.2.1 A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1.2.1.1 An ownership or investment interest in any entity with which the ministry has a transaction or arrangement,
 - 1.2.1.2 A compensation arrangement with the ministry or with any entity or individual with which the ministry has a transaction or arrangement, or
 - 1.2.1.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ministry is negotiating a transaction or arrangement.

- 1.3 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- 1.4 A financial interest is not necessarily a conflict of interest. Under Article III, Section 1.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

PROCEDURES

Section 1. Procedures

1.1 Duty to Disclose:

- 1.1.1 In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

1.2 Determining Whether a Conflict of Interest Exists:

- 1.2.1 After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
- 1.2.2 The remaining board or committee members shall decide if a conflict of interest exists.

1.3 Procedures for Addressing Conflicts of Interest:

- 1.3.1 An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 1.3.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 1.3.3 After exercising due diligence, the governing board or committee shall determine whether the ministry can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 1.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

ministry's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

1.4 Conflicts of Interest Policy Violations:

1.4.1 If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

1.4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
RECORDS OF PROCEEDINGS

Section 1. Procedures

1.1 The minutes of the governing board and all committees with board delegated powers shall contain:

1.1.1 The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.

1.1.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V
COMPENSATION

Section 1. Procedures

1.1 A voting member of the governing board who receives compensation, directly or indirectly, from the ministry for services is precluded from voting on matters pertaining to that member's compensation.

- 1.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ministry for services is precluded from voting on matters pertaining to that member's compensation.
- 1.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ministry, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

ANNUAL STATEMENTS

Section 1. Procedures

- 1.1 Each director, trustee, officer, or member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - 1.1.1 Has received a copy of the conflicts of interest policy,
 - 1.1.2 Has read and understands the policy,
 - 1.1.3 Has agreed to comply with the policy, and
 - 1.1.4 Understands the ministry is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

PERIODIC REVIEWS

Section 1. Procedures

- 1.1 To ensure the ministry operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - 1.1.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - 1.1.2 Whether partnerships, joint ventures, and arrangements with management corporations conform to this ministry's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

We certify that we are the duly elected and acting Board of Directors of KWM and that the foregoing policy constitute the Conflict of Interest Policy of Kingdom Worker Ministries. The policy was duly adopted by common consent at a meeting of the Board of Directors held on July 18, 2019.

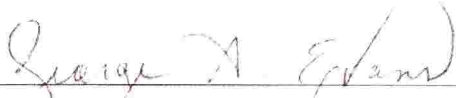
The following members, who were present:

George A. Evans,
Lee E. Suggs, Sr.,
Danielle Higgs,
Belinda Jordan,
Patricia Diane Sumner

Members, who were absent:

None

Signed as of July 18, 2019:



George A. Evans – KWM President/Lead Pastor