

**AMENDED AND RESTATED BYLAWS
OF
NORTHSTAR CHURCH, INCORPORATED**

These Amended and Restated Bylaws ("Bylaws") govern the affairs of NORTHSTAR CHURCH, INCORPORATED, a Tennessee non-profit corporation (the "Church"). The Church is organized under the Tennessee Nonprofit Corporation Act, as amended (the "Act"). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

The principal office of the Church in the State of Tennessee shall be located in Knox County, Tennessee. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Tennessee. The registered office may, but need not, be identical with the Church's principal office in Tennessee. The Lead Team, as hereinafter described in Article 5, may change the registered office and the registered agent as provided for in the Act.

ARTICLE 1: Statement of Faith

Northstar Church exists to glorify God by leading people to become fully devoted followers of Jesus Christ.

We WORSHIP Wholeheartedly

We GROW Relationally

We SERVE Passionately

We GIVE Joyfully

We GO Courageously

Northstar Church Believes the Following:

THE BIBLE. The Holy Bible was written by men divinely inspired and is God's revelation of Himself to man. It is a perfect treasure of divine instruction. It has God for its author, salvation for its end, and truth, without any mixture of error, for its matter. Therefore, all Scripture is totally true and trustworthy. It reveals the principles by which God judges us, and therefore is, and will remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and religious opinions should be tried. All Scripture is a testimony to Christ, who is Himself the focus of divine revelation.

GOD. There is one and only one living and true God. He is an intelligent, spiritual, and personal Being, the Creator, Redeemer, Preserver, and Ruler of the universe. God is infinite in holiness and all other perfections. God is all powerful and all knowing; and His perfect knowledge

extends to all things, past, present, and future, including the future decisions of His free creatures. To Him we owe the highest love, reverence, and obedience. The eternal triune God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.

THE FATHER. God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all men.

JESUS, THE SON. Christ is the eternal Son of God. In His incarnation as Jesus Christ, He was conceived of the Holy Spirit and born of the Virgin Mary. Jesus perfectly revealed and did the will of God, taking upon Himself human nature with its demands and necessities and identifying Himself completely with mankind yet without sin. He honored the divine law by His personal obedience, and in His substitutionary death on the cross He made provision for the redemption of men from sin. He was raised from the dead with a glorified body and appeared to His disciples as the person who was with them before His crucifixion. He ascended into heaven and is now exalted at the right hand of God where He is the One Mediator, fully God, fully man, in whose Person is effected the reconciliation between God and man. He will return in power and glory to judge the world and to consummate His redemptive mission. He now dwells in all believers as the living and ever-present Lord.

THE HOLY SPIRIT. The Holy Spirit is the Spirit of God, fully divine. He inspired holy men of old to write the Scriptures. Through illumination He enables men to understand truth. He exalts Christ. He convicts men of sin, of righteousness, and of judgment. He calls men to the Savior, and effects regeneration. At the moment of regeneration, He baptizes every believer into the Body of Christ. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His Church. He seals the believer unto the day of final redemption. His presence in the Christian is the guarantee that God will bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer with spiritual gifts and the Church in worship, evangelism, and service.

MAN. Man is the special creation of God, made in His own image. He created them male and female as the crowning work of His creation. The gift of gender is thus part of the goodness of God's creation. In the beginning man was innocent of sin and was endowed by his Creator with freedom of choice. By his free choice man sinned against God and brought sin into the human race. Through the temptation of Satan, man transgressed the command of God and fell from his original innocence whereby his posterity inherits a nature and an environment inclined toward sin. Only the grace of God can bring man into His holy fellowship and enable man to fulfill the creative purpose of God. The sacredness of human personality is evident in that God created man in His own image, and in that Christ died for man; therefore, every person of every race possesses full dignity and is worthy of respect and Christian love.

SALVATION. Salvation involves the redemption of the whole man and is offered freely to all who accept Jesus Christ as Lord and Savior, who by His own blood obtained eternal redemption for the believer. In its broadest sense salvation includes regeneration, justification,

sanctification, and glorification. There is no salvation apart from personal faith in Jesus Christ as Lord.

A. Regeneration, or the new birth, is a work of God's grace whereby believers become new creatures in Christ Jesus. It is a change of heart wrought by the Holy Spirit through conviction of sin, to which the sinner responds in repentance toward God and faith in the Lord Jesus Christ. Repentance and faith are inseparable experiences of grace. Repentance is a genuine turning from sin toward God. Faith is the acceptance of Jesus Christ and commitment of the entire personality to Him as Lord and Savior.

B. Justification is God's gracious and full acquittal upon principles of His righteousness of all sinners who repent and believe in Christ. Justification brings the believer into a relationship of peace and favor with God.

C. Sanctification is the experience, beginning in regeneration, by which the believer is set apart to God's purposes, and is enabled to progress toward moral and spiritual maturity through the presence and power of the Holy Spirit dwelling in him. Growth in grace should continue throughout the regenerated person's life.

D. Glorification is the culmination of salvation and is the final blessed and abiding state of the redeemed.

GOD'S PURPOSE OF GRACE. Election is the gracious purpose of God, according to which He regenerates, justifies, sanctifies, and glorifies sinners. It is consistent with the free agency of man and comprehends all the means in connection with the end. It is the glorious display of God's sovereign goodness, and is infinitely wise, holy, and unchangeable. It excludes boasting and promotes humility. All true believers endure to the end. Those whom God has accepted in Christ, and sanctified by His Spirit, will never fall away from the state of grace, but shall persevere to the end. Believers may fall into sin through neglect and temptation, whereby they grieve the Spirit, impair their graces and comforts, and bring reproach on the cause of Christ and temporal judgments on themselves; yet they shall be kept by the power of God through faith unto salvation.

THE CHURCH. A New Testament Church of the Lord Jesus Christ is an autonomous local congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the two ordinances of Christ, governed by His laws, exercising the gifts, rights, and privileges invested in them by His Word, and seeking to extend the gospel to the ends of the earth. Each congregation operates under the Lordship of Christ through democratic processes. In such a congregation each member is responsible and accountable to Christ as Lord. Its scriptural officers are pastors and elders. While both men and women are gifted for service in the Church, the office of Lead Pastor is limited to men, as qualified by Scripture. The New Testament speaks also of the Church as the Body of Christ which includes all the redeemed of all the ages, believers from every tribe, and tongue, and people, and nation.

BAPTISM & THE LORD'S SUPPER. Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his faith in the final resurrection of the dead. Being a Church ordinance, it is prerequisite to the privileges of Church partnership and to the Lord's Supper. The Lord's Supper is a symbolic act

of obedience whereby the Church, through partaking of the bread and the fruit of the vine, memorialize the death of the Redeemer and anticipate His second coming.

STATEMENT ON MARRIAGE, GENDER, AND SEXUALITY. We believe that the term "marriage" has only one meaning and that is marriage sanctioned by God, which joins one man and one woman in a single, exclusive union, as delineated in Scripture and as part of God's good creation prior to the entry of sin into the world. We believe that God intends sexual intimacy to only occur between one man and one woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman.

We believe that any form of sexual immorality, including, but not limited to, lust, fornication, adultery, unbiblical divorce, cohabitation prior to marriage, the use or promulgation of pornography, pedophilia, homosexual conduct, bisexual conduct, polygamy, polyamory, bestiality, or incest, is sinful and offensive to God.

We believe that God's good creation included the creation of humanity with two sexes: male and female. We recognize that there are very rare but diagnosable medical conditions (i.e., intersex, etc.) where one's sex may be indeterminable genetically or biologically at birth, and that such conditions require the utmost sensitivity, care, and qualified medical assistance. Beyond that, we believe that an individual's confusion about his or her sex or gender is one of the many consequences of living in a fallen world marred by sin and that to seek to alter one's biological sex or gender through surgical, pharmacological, or other means is sinful and offensive to God. We believe that such situations call for pastorally sensitive care and Biblically faithful counseling as necessary in each situation.

We believe in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a Biblical role model to the Church, its members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve in a leadership capacity, should abide by and agree to this Statement on Marriage, Gender, and Sexuality and conduct themselves accordingly.

We believe the Bible teaches that all people, everywhere, are sinners, and that God offers redemption and restoration to all who confess and repent of their sin, seeking His mercy and forgiveness through Jesus Christ.

We believe that every person must be afforded compassion, love, kindness, respect, truth, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the Church. We do not believe that calling people to repentance and faith in Jesus Christ constitutes hateful or harassing behavior.

ARTICLE 2: Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational or hierarchical control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with other churches (Christian Churches and ministries) or associations of churches of like faith.

ARTICLE 3: Purpose and Limitations

Section 3.01 Purposes

The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of the Church are:

- (a) To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.
- (b) To ordain, employ and discharge licensed and ordained ministers of the Gospel, and others, to conduct and carry-on divine services at the place of worship of the Church, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Tennessee and elsewhere.
- (c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (e) To educate the body of Christ through any and all educational means deemed appropriate.
- (f) The Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501 (c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Section 3.02 Limitations

In order to carry out the above-stated purposes, the Church shall have all those powers

set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

- (a) No part of the net earnings of the Church shall inure to the benefit of or be distributable to its incorporators, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (b) Notwithstanding any other provisions of these Articles, in the event the Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) Upon the liquidation, dissolution or winding up of the Church, the Lead Team of the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all of the remaining assets of the Church to any organization designated by the Lead Team and elders of the Church which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 4: Partnership

Section 4.01 Partnership

The Partnership of the Church shall be composed of individuals who are believers in the Lord Jesus Christ and affirm the tenets of Northstar Church, and who offer evidence, by their confession and their conduct, that they are living in accord with their affirmations and this Constitution and Bylaws and are actively pursuing and continuing in a vital fellowship with the Lord Jesus Christ. The partnership of the Church shall have final authority in all matters by affirmation of Church governance, as set forth and described in these Bylaws.

Section 4.02 Qualifications for Partnership

The minimum qualifications for partnership are:

- A. A personal commitment of faith in Jesus Christ for salvation;
- B. Baptism by immersion (as described under "Baptism & the Lord's Supper") as a testimony of salvation;
- C. Completion of the Church's designated partnership class; and
- D. A commitment to engage in the mission of the Church.

Section 4.03 Partnership Oversight

Partnership procedure is set by the Lead Team. If candidates for partnership meet the requirements for partnership, as outlined in Section 4.02 above, then they may become partners. Pastoral Staff or Elders can also request to deny or cancel the partnership of any member if the candidate does not meet or continues to not meet qualifications for partnership. All requests for such denial or cancellation of partnership must be brought and approved by the Lead Team.

Additionally, partners can request to rescind their partnership by sending written correspondence to the Church office. That address is:

Northstar Church
ATTN: Partnership
9929 Sherrill Blvd
Knoxville, TN 37932

Section 4.04 Dismissal from the Partnership Roll

Partners may be removed from the Church roll for the following reasons: (a) the request of the partner, (b) the transfer of partnership to another church, (c) failure to maintain partnership as contemplated by these bylaws, (d) death, or (e) termination of partnership by the Lead Team.

The Lead Team may terminate a person's Church partnership when, in the opinion of the Lead Team, the member's life and conduct is not in accordance with the beliefs/partnership covenant represented by Northstar Church. Dismissal of Church partnership shall require the majority vote of the Lead Team members and Elders.

Dismissed members may be restored by the Lead Team and Elders according to the spirit of 2 Corinthians 2:7-8, when their lifestyles are judged to be in accordance with the beliefs/partnership covenant.

Section 4.05 Church Discipline

All partners of the Church agree to be subject to the Church discipline policies and procedures of Northstar Church, as governed and administered by the Lead Team and Elders.

Section 4.06 Maintaining Partnership

Abiding by the Church's partnership covenant is an ongoing and perpetual requirement for maintaining partnership, separate and apart from being on the Church's partnership roll. Accordingly, the rights and privileges of partnership go with and are contingent upon fulfilling the responsibilities of partnership which is abiding by the partnership covenant.

Section 4.07 Voting

The partnership of the Church shall vote on the following issues in a called business meeting:

- (a) Will vote on Lead Pastor. For confirmation or approval of Lead Pastor, there must be a three-fourths (3/4) approval of partners voting at the meeting
- (b) Anytime the Bylaws are amended.

ARTICLE 5: LEAD TEAM

Section 5.01 Number and Term of Members

The members of the Lead Team shall consist of the Lead Pastor and, until changed by amendment of the Articles of the Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 5.03 of this Article, provided that such number shall not be less than three (3), nor more than nine (9). Lead Team members consists of Northstar staff. The Lead Pastor shall serve as the Chairman of the Lead Team.

Section 5.02 Powers

The Lead Team shall be considered the board of directors of the Church. The Lead Team shall have

all of the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church and these Bylaws. All corporate powers shall be exercised by or under the authority of the Lead Team. The Lead Team, in consultation with the Elders, shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Lead Team, in consultation with the Elders, shall set the vision of the Church and be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Lead Team, in consultation with the Elders, shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

Section 5.03 Nomination and Election

The Lead Pastor or other members of the Lead Team shall nominate persons who they deem qualified to serve on the Lead Team. The persons nominated by the Lead Team shall be presented and discussed with the Elders before final decision is made.

Section 5.04 Vacancies

The Lead Pastor and other members of the Lead Team shall nominate persons who they deem qualified to serve on the Lead Team to fill any vacancy occurring on the Lead Team. A vacancy is filled by the affirmative vote of the majority of the remaining Lead Team Members.

Section 5.05 Quorum

A majority of the number of Lead Team Members then in office, shall constitute a quorum for the transaction of business at any meeting of the Lead Team. The Lead Team Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Lead Team Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Lead Team Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Lead Team Members present may adjourn and reconvene the meeting one time without further notice. Lead Team Members present by proxy may not be counted toward a quorum.

Section 5.6 Actions of Lead Team

The Lead Team shall try to act by consensus. However, the vote of a majority of the Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Lead Team unless the act of a greater number is required by law or the bylaws. A Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Lead Team.

Section 5.7 Removal and Resignation of Lead Team Members

The Lead Pastor and Executive Pastor (or equal position) may choose to remove a Lead Team Member, other than the Lead Pastor, after consultation and consideration with the elders.

Section 5.8. Deadlock

In the case where the Lead Team shall, by reason of deadlock (whether because an even number of Members is seated on the Team, or because certain Members are absent even though a quorum

is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the President-Lead Pastor shall cast a ballot which shall be known as a "majority ballot", so that an official act or decision may be taken by the Team. The majority ballot shall be cast in addition to the regular Member's vote cast by the President-Lead Pastor.

ARTICLE 6: Elders

Section 6.01 Number and Term of Members

The members of the Elder Body (the "elders") shall consist of the Lead Pastor, along with nominated and selected (no less than three) men from the Church. The men selected to serve should not be limited by a number set by man, but by the biblical qualification and ability to serve. For this reason, the number of Elders serving at Northstar Church will not be set in this document.

Section 6.02 Responsibilities

The Elder Team consists of one elder team, operating in two different, but similar, functions:

- Shepherding
- Directional

Both sets of elders make up one elder team with each focusing on different aspects of the Church. Together they serve in the following ways:

- (a) Accountability for the Lead Pastor;
- (b) Guide and serve in an advisory capacity to the Lead Pastor;
- (c) Make recommendations on vision and long-term strategy of the Church;
- (d) Shepherd partners of the church to further minister and carry out the vision.

Elder Teams at other campuses perform similar duties for their specific Campus Pastor.

Section 6.03 Nomination and Election

The Lead Team, existing Elders, or partners of the Church can nominate potential candidates to act as Elders. The Lead Team, along with current Elders shall then review nominations and after careful examination, those that are deemed qualified will be interviewed by Lead Team and/or existing Elders. Once newly appointed Elders have been affirmed, they will be presented to the Church.

Section 6.04 Vacancies

In the event that Elders rotate off before their term is up which brings the Elder total below the minimum three (3), the current Elders can appoint new Elders if they meet the qualifications.

Section 6.05 Meetings

Regular or special meetings of the Elder Team will occur no less than four (4) times per year and may be held either within or outside the State of Tennessee.

Section 6.06 Removal and Resignation of Elders

The Elders may vote to remove an existing Elder, other than the Lead Pastor and staff representative, at any time, with or without cause. A meeting to consider the removal of an Elder may be called and noticed following the procedures provided in these Bylaws. The Elder may be removed by the majority vote of the Elders.

Please refer to Northstar's Eldership Governance document for more comprehensive duties and expectations of Elders.

ARTICLE 7: Officers

Section 7.01 Officer Positions

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The officers of the Church shall be the President, Vice President, Secretary, and Treasurer and any other officers chosen at the discretion of the Lead Pastor in accordance with Acts 14:23 and Titus 1:5. The Lead Pastor shall serve as the President of the Corporation. The Executive Pastor (or equal position) shall act as Vice President. In the event of a vacancy in the office of Lead Pastor, the Executive Pastor shall act as President. In the event the Executive Pastor is unable or unwilling to act as President in the absence of the Lead Pastor, the Lead Team and Elders shall appoint a temporary President until such time as a new Executive Pastor or a new Lead Pastor are approved.

Section 7.02 Election and Term of Office

The Lead Pastor of the Church shall hold office until he resigns, is removed, or dies. After consulting with the elders, all other officers of the Church shall be appointed by the Lead Pastor after and majority approval of current Lead Team members.

Section 7.03 Removal

Subject to the rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed, by the affirmative vote of three-fourths (3/4) of the Lead Team Members and Elders present in person at any general or special meeting with a minimum of (7) days notice, called for the purpose of considering the termination of the Lead Pastor. A minimum of eighty (80%) percent of the Lead Team and Central Elders (West Campus Elders) must be present and voting to proceed with any action to terminate the Lead Pastor. The Lead Pastor shall only be removed, subject to the terms of any employment agreement, from office, for any of the following reasons: (1) falling into a pattern of sinful and worldly practices; (2) marital affair (3) neglect of duties including teaching that is contradictory to Scripture; (4) resignation; or (5) death or disability.

All other Church officers may be removed, with or without cause, by the Lead Team.

Section 7.04 Vacancies

A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

Section 7.05 President

The Lead Pastor shall be the President of the corporation and shall be in charge of all the ministries

of the Church. The Lead Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Lead Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members that were hired. The Lead Pastor shall be vested with the authority, subject to the rights, if any, under any contract of employment, to terminate any staff member's employment, with or without cause.

The Lead Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Lead Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Lead Team, and Elders to accomplish the New Testament purposes of the Church. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

In the event of a vacancy, for any reason, in the office of Lead Pastor, the search process will begin with the formation of a Lead Pastor Search Team. The Search Team will recommend a new Lead Pastor. For confirmation, there must be three-fourths (3/4) approval of partners attending using a written secret ballot. The Lead Pastor Search Team will negotiate compensation and benefits. The Lead Pastor Search Team will consist of the Executive Pastor (or equal position) as the nonvoting Chairman, up to:

- two (2) members of the Lead Team,
- three (3) members of the Elder Team,
- and four (4) at-large members.

As the Executive Pastor (or equal position) facilitates the process, Elders will nominate and appoint members of the Search Team. The Search Team will be presented before the Church and tasked with prayerfully selecting and bringing before the Church (for vote) the next Lead Pastor.

Section 7.06 Vice President

When the Lead Pastor is absent, is unable to act, or refuses to act in his role as chairman of the Lead Team, the Vice President shall perform the duties of the Lead Pastor. When the Vice President acts in place of the Lead Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Lead Pastor. The Vice President shall perform other duties as assigned by the Lead Pastor or Lead Team.

Section 7.07 Treasurer

The treasurer of the Church shall: (a) have custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Lead Team; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Lead Pastor or by the Lead Team; (h) if required by the Lead Team, give a bond for the

faithful discharge of his or her duties in a sum and with a surety as determined by the Lead Team;
(i) perform all of the duties incident to the office of Treasurer.

Section 7.08 Secretary

The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) maintain custody of the corporate records and of the seal of the Church; (c) affix the seal of the Church to all documents as authorized; (d) keep a register of the mailing address of each Member, officer, and employee of the Church; (e) perform duties as assigned by the Lead Pastor or by the Lead Team; (f) perform all duties incident to the office of secretary.

ARTICLE 8: Advisory Teams

The Lead Team may, at its discretion, adopt a resolution establishing one or more Advisory Teams. Any and all teams shall conform to rules established by the Lead Team.

ARTICLE 9: TRANSACTIONS OF THE CHURCH

Section 9.01 Contracts and Legal Instruments

The Lead Team may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 9.2 Deposits

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Lead Team selects.

Section 9.3 Gifts

The Lead Team may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church. The Lead Team may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Church's federal and state tax status.

Section 9.4 Potential Conflicts of Interest:

The Church shall not make any loan to a Lead Team Member or officer of the Church. A Lead Team Member or officer may not lend money to and otherwise transact business with the Church except as otherwise provided by these Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a Lead Team Member or officer unless the transaction is described fully in a legally binding instrument and is in the best interest of the Church. The Church shall not borrow money

from or otherwise transact business with a Lead Team Member or officer without full disclosure of all relevant facts and without the approval of the Lead Team, not including the vote of any person having a personal interest in the transaction.

ARTICLE 10: Books and Records

Section 10.01 Required Books and Records

The Church shall keep correct and complete books and records of account.

Section 10.02 Fiscal Year

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

Section 10.03 Audited Financial Statements:

The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the Lead Team. This is the responsibility of the Treasurer.

ARTICLE 11: Indemnification

To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Lead Team Member, Pastor, officer, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church.

A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Lead Team.

ARTICLE 12: Miscellaneous Provisions

Section 12.01 Amendments to Bylaws

These Bylaws may only be altered, amended, or repealed, and new Bylaws may only be adopted by the Lead Team and Elders. At such time, newly amended Bylaws will be presented to the Church Partners for affirmation.

Section 12.02 Construction of Bylaws

These Bylaws shall be construed in accordance with the laws of the State of Tennessee. 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. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed

to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 12.03 Seal

The Lead Team may provide a corporate seal.

Section 12.04 Power of Attorney

A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

Section 12.05 Parties Bound

The Bylaws shall be binding upon and inure to the benefit of the Church partners, Lead Team members, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

Section 12.06 Christian Alternative Dispute Resolution:

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any member of the Church and the Church itself, or (2) between any member of the Church and any Pastor, officer, Lead Team Members, employee, volunteer, agent, or other member of this Church shall be resolved in accordance with the rules of procedure for faith based alternative dispute resolution approved by resolution of the Lead Team, which may be updated or modified by further resolution of the Lead Team. If efforts to reconcile or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Tennessee, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorney's fees, related to any arbitration proceeding.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation, or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process are not a substitute for any disciplinary process set forth in the Bylaws of the church and shall in no way affect the authority of the church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

Definitions

Leadership Team – The Leadership Team is the team designated by the Lead Pastor, in consultation with the elders, that makes decisions on behalf of Northstar. It is the highest level of leadership within the Northstar staff. The Leadership Team will include individuals that are unique in their callings, giftedness, personalities, and abilities so that together they can make decisions with the Church’s best interest in mind.

Elder(s) – The office of Elder, as described in the Bible in Titus and 1 Timothy, are a group of overseers that help guide and shepherd the Church. More information regarding the role of elders can be found in Northstar’s “Eldership Governance” document.

Officer(s) – Northstar Church is a registered 501c3; therefore, there must be registered officers to enforce the legal & ethical responsibilities of the organization. Northstar Church's officers consist of President, Vice-President, Treasurer and Secretary. Refer to Section 7 of this document for detailed descriptions of each.