

AMENDED AND RESTATED BYLAWS OF FIRST BAPTIST CHURCH OF HATTIESBURG, INC. dba, VENTURE CHURCH

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BYLAW PROVISIONS

1. Preamble and Scope.

For the purposes of holding property and the conduct of civil business, THE FIRST BAPTIST CHURCH OF HATTIESBURG, MISSISSIPPI, doing business as VENTURE CHURCH is organized as a nonprofit corporation under the laws of the State of Mississippi and its official corporate name is THE FIRST BAPTIST CHURCH OF HATTIESBURG, INC. (referred to herein as “the Corporation”). These Bylaws, together with its Articles of Incorporation, govern the civil operation of the Corporation in regard to secular matters. As such, they are not intended to control the religious activities of the congregation, its pastors and ministers (referred to herein as “the Church”). Nothing in these Bylaws is to be interpreted as governing ecclesiastical matters because the Church retains the exclusive right of self-government in all phases of the spiritual and temporal life of this body.

2. Constitution.

The Constitution of the Church, which is subject to and subordinate to the Scriptures of the Old and New Testaments – the inerrant Word of God – consists of the Church’s purpose, statements of faith and covenants with the Church. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any Bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

3. Organization of Corporation.

The Corporation is organized as a nonprofit corporation under the laws of the State of Mississippi, as contained in the Mississippi Nonprofit Corporation Act, Sections 79-11-101 *et seq.* of the Mississippi Code of 1972, Annotated (referred to herein as the “Act”), as presently existing or subsequently amended, as well as any corresponding successor statutes thereto and provisions thereof.

4. Limitations.

- a. The Corporation shall operate exclusively for religious, charitable and educational purposes within the requirements of Section 501(c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future federal tax code.
- b. No part of the receipts of the Corporation shall inure to the benefit of any member or individual; and no substantial part of the activities of the Corporation, or any receipt of its funds, shall be utilized for any other purpose except those purposes set forth above.
- c. The Corporation shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the Corporation shall be distributed to any member or officer without full consideration, other than religious benevolences or charitable contributions as defined by the Constitution, in accordance with the statutes and regulations of the Internal

Revenue Code. No member or officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation; provided, however, that the Corporation may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

- d. In conducting its operations, the Corporation's officers and Elders shall be mindful of, and shall strictly adhere to, the requirements and restrictions set forth in Old and New Testaments, the Constitution of the Church and these Bylaws.

5. Location of Office.

The registered office of the Corporation shall be located at 4142 Lincoln Road Extension, Hattiesburg, Mississippi 39402, and the Corporation's registered agent shall be the Corporation's Treasurer or Executive Pastor-Finance, 4142 Lincoln Road Extension, Hattiesburg, Mississippi 39402. The Elder Council may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement or form under the Act.

6. Partnership.

- a. A candidate for partnership in the Church must profess Jesus Christ as Lord and Savior and be or have been baptized by immersion. The following applies to those to be baptized:
 - i. A person, who has received Jesus Christ as Savior by personal faith, shall be qualified for baptism.
 - ii. Baptism shall be by immersion in water.
 - iii. Baptism shall be administered as an act of worship.
 - iv. All candidates must complete the then current partnership education course prior to partnership becoming effective.
 - v. Notwithstanding the preceding, individuals who have professed Jesus Christ as Lord and Savior, been baptized by immersion in water and participated as an active Partner of the Church prior to January 1, 2025, shall be exempt from completing the partnership education course (currently Venture 101) to be deemed a Partner, although completion of said partnership education course is encouraged.
- b. The Corporation shall consist of all Partners of the Church. All Partners in good standing in the Church shall be eligible for service in the Church.
- c. The rights of partnership in Church and therefore the Corporation will be terminated by any one of the following events:

- i. Request by the individual Partner
- ii. Transfer of partnership to another church
- iii. Discipline action by the Elders on behalf of the Church
- iv. Partner relocation or a Partner's lack of involvement in regular Church activities such as, but not limited to, areas of service, House Church or other ministry activities, congregational worship, and financial support.
- v. Death of a Member

7. Discipline

Partners of the Corporation who shall err in doctrine or conduct shall be dealt with according to Matthew 18:15-18. If it shall become necessary for the Corporation to take action to exclude a Partner, the Elder Council will review the circumstances and make a decision on whether termination is merited. The Partner will be contacted by an Elder or Elder designee and notified of the decision and reasons. All proceedings would be done in the spirit of Christian kindness and forbearance. The Corporation may restore partnership of any person previously excluded upon evidence of his or her repentance and reformation upon the recommendation of the Elder Council.

8. Elder Council.

- a. The business of the Corporation and the affairs and ministries of the Church shall be managed by the Elder Council, which shall constitute and function as the Board of Directors of the Corporation. The Elder Council shall have such powers and duties as are set forth below in these Bylaws.
- b. The Elder Council will be selected from the Partners of the Church as led by the Holy Spirit. The Biblical qualifications of Elder Council members are: Acts 14:23; Acts 15; Acts 20; I Timothy 3:1-7; I Timothy 5:17-22; Titus 1:5-9; I Peter 5:1-4.
- c. Non-biblical qualifications for Elder Council shall include:
 - i. In the year of selection, a prospective Elder Council candidate must have been a Partner of the Church for the preceding three (3) years;
 - ii. Must be at least thirty (30) years of age at the date of selection;
 - iii. Shall not serve concurrently as an Elder Council member and Church Committee member.

- iv. Shall not be the spouse or immediate family member of any current staff member.
- d. Elder Council members shall be selected as follows:
 - i. The Elder Council shall receive a slate of nominations prepared by a Nomination Committee consisting of the Lead Pastor, Campus Pastors and a current Elder appointed by the Elder Council. This Nomination Committee will consider nominations from Church Partners and Campus Pastors then prayerfully and thoughtfully select qualified nominees in accordance with the Church's established criteria, scriptural guidelines, and the Lead Pastor's guidance.
 - ii. An evaluation of each prospective Elder Council nominee will be administered by the Elder Council which shall include an application and interview.
 - iii. The Elder Council will pray and evaluate any nominees regarding their preparation to serve based on Biblical and Church qualifications.
 - iv. The Elder Council may present the nominees to the Church to introduce them to the Congregation prior to conducting an Elder Council Meeting at which a vote on the nominees will take place. The Elder Council shall vote on the nominees provided by the Nomination Committee and only upon unanimous approval shall a nominee be selected to serve as an Elder. If the Elder has not previously been ordained as a minister, deacon, or elder by the Church, then he shall participate in an ordination service prior to taking his position on the Elder Council.
- e. Vacancies and/or unexpired terms that occur in the Elder Council will be filled at the discretion of the Elder Council.
- f. Resignation and/or Removal of an Elder from the Elder Council may be achieved as follows:
 - i. An Elder may resign by given written notice to the Elder Council; or
 - ii. The Elder Council may immediately remove an Elder upon a unanimous vote of the Elder Council, excluding the Elder under consideration.
- g. There shall be a minimum of six (6) active Elder Council members, plus the Lead Pastor.
- h. Elder Council members, other than the Lead Pastor, shall serve a three (3) year term.

- i. Each year the term of office of one-third (1/3) of the Elder Council shall expire and another one-third (1/3) shall be approved by the Elder Council for service as Elders.
 - ii. Elder Council members are required to rotate off for one (1) year before becoming eligible for another term. However, at the request of the Elder Council, an Elder may be requested to serve an additional length of time, as determined by the Elder Council, as a non-voting member, after which the Elder will be required to rotate off the Elder Council. Elder Council members will assume office on January 1 of the year following approval by the Elder Council.
- i. Each year the Elder Council will elect from its body a Chairman, Vice-Chairman and Secretary. Each year a Treasurer shall be appointed by the Elder Council from among the Staff, the Elder Council or the voting Partners of the Corporation. The Lead Pastor shall not be eligible for these positions.
 - i. The Chairman of the Elder Council shall preside over Elder Council Meetings.
 - ii. In his absence the Vice Chairman or another member of the Elder Council may preside.
- j. The Elder Council will work in coordination with the Lead Pastor, and together they will oversee the ministry of the Church. The Lead Pastor will have the responsibility of administering the day-to-day operations of the Church through the church staff. This shall be done in accordance with the Bible, Constitution, Bylaws, and Church policy. The Elder Council will help determine staff needs; employment; salaries; benefits; personnel services; staff evaluations; and maintenance of policies and procedures. The Elder Council shall provide direct accountability to the Lead Pastor.
- k. The Elder Council may establish any committees as may be deemed necessary or desirable and vest such committees with such authority as may be deemed proper.
- l. The Elder Council will keep minutes of its meetings which will be kept on file in the Church office. They shall approve and maintain all policy and procedures manuals of the Church. They will maintain a document containing all church policies approved by the Elders which will be kept on file in the Church office and made available for viewing to all Partners of the Church.
- m. The annual meeting of the Elder Council shall be held subsequent to each annual Church Informational Meeting or at such date and time as may be determined by the Elder Council.
- n. Special meetings of the Elder Council may be called by the Chairman or by a majority of the Elder Council.

- i. At least three (3) days prior to the date of the special meeting, the Secretary shall cause a notice to be delivered stating the place, date and hour of such special meeting and the specific purpose of the meeting.
 - ii. The notice of such special meeting shall be delivered in person or mailed (electronically or by postage prepaid) to each Elder by the Secretary. Written notice of such special meeting, personally delivered or properly addressed and sent electronically with a read-receipt response email or mailed postage prepaid to the last known address of an Elder, at least three (3) days prior to the date of the special meeting shall constitute adequate notice to such Elder.
 - iii. An Elder may waive notice of any special meeting of the Elder Council and attendance and participation at such a meeting shall constitute a waiver of such notice unless the Elder appears for the express and limited purpose of objecting to the adequacy of such notice.
- o. A majority of the Elder Council in attendance at any regular or special meeting of the Elder Council shall constitute a quorum for the conduct of business.
 - p. There shall be no voting by proxy at any regular or special meeting of the Elder Council. However, Elder Council members may participate in any such meetings via electronic means as long as they can hear and verbally participate in said meetings. The Elder Council may also take action by unanimous consent outside of a regular or special meeting by written consent or consent via electronic means.
 - q. The Lead Pastor shall only have a vote to break a tie among the Elder Council members.

9. Lead Pastor.

- a. The Lead Pastor shall be responsible for leading the Church to function as a New Testament church. He shall work with the Elder Council and the Church Staff to fulfill the following objectives:
 - i. Proclaim the gospel to believers and unbelievers;
 - ii. Care for the Church congregation and other persons in the community;
 - iii. Lead the Church to engage in a fellowship of service, worship, witness, education, ministry, and application; and
 - iv. Lead the Church in performing its tasks.
- b. The Lead Pastor shall be chosen and called by the Partners of the Church as the final component of a Lead Pastor Search process.

- c. The Lead Pastor shall be subject to all Personnel Policy and Procedures Manuals.
- d. The election of a Lead Pastor shall be announced at the regularly scheduled Sunday worship service(s) after the work of the Lead Pastor Search Committee is completed and the preferred candidate has been approved by the Elder Council. The Lead Pastor shall serve until the relationship is terminated by his request or the Church's request upon appropriate action by the Elder Council.
- e. The Lead Pastor is responsible for the oversight of the church staff and shall have the authority to hire or terminate any staff member upon approval by the Elder Council.

10. Church Informational Meetings.

- a. A Church Informational Meeting may be called by the Elder Council. A two (2) week notice of the subject, date, time, and location must be given unless extreme urgency renders such notice impractical.
- b. Church Informational Meetings shall be held at least annually and may serve as the annual partnership meeting of the Corporation.

11. Church Committees.

- a. A prospective member for any Church Committee should be a Partner of the Church. Each currently serving Elder Council member and/or their spouse shall not serve on any Church Committees, except as authorized by the Elder Council. Membership on the Church Committees shall be approved by the Elder Council.
- b. Vacancies and/or unexpired terms that occur in Church Committees will be filled by the Elder Council.
- c. Removal of a member of a Church Committee may be achieved as follows:
 - i. member may resign; or
 - ii. by unanimous vote of the Elder Council said member shall be immediately removed from the office.
- d. The Elder Council shall determine the necessity of creating any such Church Committee, its purpose, the number of members to serve on said committee, and the specific members to serve on said committee.
- e. The Lead Pastor Search Committees is as follows:

- i. The Lead Pastor Search Committee will be formed upon notice of pending vacancy or actual vacancy of the position of Lead Pastor. The Lead Pastor Search Committee shall consist of two (2) Elder Council members and eight (8) Church Partners appointed by the Elder Council.

12. Church Staff

This Church shall employ such ministerial staff members, as the Church shall need. A job description shall be approved by the Elder Council for each staff position determined. Church staff shall be subject to all Personnel Policy and Procedures Manuals.

13. Church Budget

The Church Staff shall prepare and submit an annual budget to the Elder Council for its approval. After approval by the Elder Council, the budget shall be submitted to the Church Partners for final approval. A system of accounting that will adequately provide for the handling of all funds in accordance with generally accepted accounting principles shall be the responsibility of the Elder Council.

14. Corporate Officers.

a. The corporate officers of the Corporation shall be the officers of the Elder Council as specified hereinabove in Paragraph 7.

b. The Chairman of the Corporation must be a voting member of the Elder Council. The Chairman shall preside at meeting of the Elder Council. The Chairman shall perform such other duties as may be assigned by the Elder Council and in the performance of such duties shall be authorized to sign, in his corporate capacity only, such instruments as may be required to carry out said duties.

c. The Vice Chairman of the Corporation must be a voting member of the Elder Council. In the absence of the Chairman, the Vice Chairman shall serve and perform the duties of Chairman of the Corporation. The Vice Chairman shall perform such other duties as may be assigned by the Elder Council and in the performance of such duties shall be authorized to sign, in his corporate capacity only, such instruments as may be required to carry out said duties.

d. The Secretary of the Corporation must be a voting member of the Elder Council. The Secretary shall have general charge of the corporate books and records, shall keep true and accurate minutes of the actions of the Elder Council and the partnership, shall maintain the official Partnership Roll of the Corporation and shall perform and forward all notices required by law or these Bylaws. The Secretary shall perform such other duties as may be assigned by the Elder

Council and in the performance of such duties shall be authorized to sign, in his corporate capacity only, such instruments as may be required to carry out said duties.

e. The Treasurer shall be appointed by the Elder Council from among the Staff, the Elder Council or the Partners of the Church. The Treasurer shall be responsible for and shall be the custodian of the funds and securities belonging to the Corporation, including any special funds entrusted to the Corporation for the furtherance of the purposes of the Church. He or she shall receive, deposit and disburse funds of the Corporation as directed by the Elder Council. He or she shall keep an accurate record of the finances of the Corporation and of the funds in his or her custody. He or she shall prepare, or have prepared, such reports of the financial condition of the Corporation as may be required, and in general, shall perform all of the duties incident to the office of Treasurer and in the performance of such duties shall be authorized to sign, in his or her corporate capacity only, such instruments as may be required to carry out said duties.

f. In the event the Treasurer is unable or unwilling to act, the Elder Council shall be authorized to appoint a provisional Treasurer from among the Partners of the Church to serve until a regular Treasurer can be elected.

g. None of the powers granted or duties assigned to the officers of the Corporation is intended to, nor shall it be construed or exercised in such a manner as to, infringe upon the powers and duties of the Elder Council of the Church.

15. Partnership Meetings.

a. An annual partnership meeting of the Corporation to conduct corporate business as outlined by these Bylaws and/or take any action provided by the Act, including but not necessarily limited to, receiving a report from the Chairman of the Elder Council and Treasurer concerning the activities and finances of the Corporation, shall be held each year at a time and place to be determined by the Elder Council.

b. Special partnership meetings of the Corporation to conduct corporate business and any other action provided for by the Act shall be called at a date and location to be determined by the Elder Council whenever the Elder Council deems it to be in the best interest of the Corporation.

c. The date, time, location and purpose of all partnership meetings must be announced orally during all Sunday services immediately preceding the meeting, and published on the Church website, social media, or newsletter at least two weeks prior to the time set for the meeting, or, at least ten (10) days prior to the date of the meeting.

d.

i. The Chairman of the Elder Council shall preside at all meetings of the partnership and the Secretary of the Corporation shall serve as secretary thereof. In the absence of the Chairman of the Elder Council or the Secretary, the Chairman of the Elder Council may designate the campus pastor or other minister at each local campus to preside at the local meeting. The Secretary shall keep correct minutes of the proceedings and of all business transacted and preserve

these minutes in a permanent form. After they have been attested by the Chairman and the Secretary of the meeting, he shall send a copy of these minutes to the Elder Council.

16. Corporate Records.

a. The Elder Council shall keep the following records: (1) minutes of its meetings; (2) minutes of the meetings of the partnership; (3) rolls of the partners of the Corporation, with the dates of their reception; (4) resolutions adopted by the Elder Council and/or partnership; (5) appropriate accounting records; (6) its Articles or restated Articles of Incorporation and all amendments to them currently in effect; and (7) its Bylaws or restated Bylaws and all amendments to them currently in effect.

b. A Partner shall be entitled to inspect and copy, at a reasonable time and location specified by the Elder Council, any of the corporate records described above. Such right to inspect and copy shall not extend to the identity of individual donors.

17. Ownership and Distribution of Property.

a. The Corporation shall hold, own and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

b. “Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation. Upon the dissolution of the Church, the Corporation shall file a Certificate of Dissolution with the Mississippi Secretary of State and the Corporation’s property shall be applied and distributed as follows: (1) all liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefor; (2) assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the partnership, provided that no assets are distributed to any organization governed by a member of the Elder Council.

c. If the Corporation is dissolved by the congregation of the Church, said Church being VENTURE CHURCH, a religious society and no disposition has been made of the Church’s property by the Elder Council within six (6) months after such dissolution, then the Corporation shall deliver, convey and transfer to the duly elected trustee(s) of VENTURE CHURCH, a religious society, all property of the Corporation; and the receipt and acquittance of said Church, or its proper representatives, shall be a full and complete discharge of all liabilities of such persons holding the property of the Corporation.

18. Indemnification.

a. The Elder Council may choose to indemnify and advance corporation-related expenses of any former, present or future Elder, officer, employee, trustee or agent of the Corporation or any employee, trustee or agent of the Church.

b. The Corporation shall indemnify any present or former Elder or officer of the Corporation or any present or former trustee of the Church against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Elder, officer, or trustee, including attorneys' fees and costs, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of his duty.

19. Rules for Conduct of Meetings.

All meetings of the Corporation and Elder Council Meetings, Church Informational Meetings and any committees shall be conducted in a manner deemed appropriate by the Elder Council unless there is a conflict with this Constitution and Bylaws. If there is such a conflict, this Constitution and Bylaws will control.

20. Adoption, Amendment and Repeal of Bylaws.

a. These Bylaws have been adopted by the affirmative vote of a majority of voting partners present at a duly called meeting of the partnership of the Corporation called for such purpose, at which a quorum was present.

b. The Constitution of the Church and these Bylaws may be further amended or repealed by a unanimous vote of the Elder Council.

21. Miscellaneous.

All proceedings and actions of this Corporation taken prior to the adoption of these Bylaws are hereby confirmed and ratified. All proceedings and actions of this Corporation shall henceforth be taken in conformity with these Bylaws, subject to superior authority as cited hereinabove.

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CERTIFIED as adopted and approved as the Bylaws of VENTURE CHURCH, effective the 15th day of December, 2024.

Elder Council Secretary

