

BYLAWS OF THE MYERS PARK BAPTIST CHURCH

2026.01.12 v.1.0

ARTICLE I

NAME and PURPOSE

1.1. The name of the Church as of 2025 is the Myers Park Baptist Church (hereinafter “MPBC” or “the Church” or “Church”).

1.2. The name of MPBC may be changed or amended by a Congregational vote in accordance with these Bylaws.

1.3. MPBC’s purpose is that of a non-profit religious organization organized and operated for religious, charitable and educational purposes, as described in MPBC’s March 1, 2021 Articles of Incorporation and as sanctioned by Section 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code, and including, more specifically but not limited to, the worship of God and the realization of the ministries of Christ through service to the Church’s congregation, to the community and to all the world.

ARTICLE II

COVENANT

We, the members of the Myers Park Baptist Church, are a people on a journey of faith. By God’s grace we are experiencing God’s love through Jesus Christ and the Community of the faithful.

We are discovering in this experience our freedom to become new creatures and our responsibility to be faithful stewards of our lives and of this world.

We will be open to all new light, strengthened by God and each other in our faith.

We accept controversy as a reality of life together and an opportunity for growth toward maturity.

We covenant to be a community of God’s new creation and affirm that we are open to all and closed to none.

We covenant together to nurture this church as a community of faith and as an instrument for reconciliation in the world by worship, by Christian education, by the dedication of our personal and material resources, and by all the other ways we express the significance of our lives with God and one another.

We covenant together to be priests celebrating God's presence in community and in the world, believing we are participants in God's kingdom on earth.

ARTICLE III GOVERNANCE

The governance of this Church is vested in its members who, subject to N.C. Gen. Stat. § 55A, et. seq. ("The North Carolina Nonprofit Corporation Act"), any other laws of the State of North Carolina relating to entities not for profit and these Bylaws, exercise their inherent right of control and as delegated to their Board of Deacons ("BoD") through these Bylaws. The Board of Deacons may from time to time amend these Bylaws as provided in Article V. These Bylaws and subsequent versions as amended and reissued in accordance with these Bylaws shall supersede any and all prior Bylaws and any policies and procedures found in the Myers Park Baptist Church Policies and Procedures that are in conflict with these Bylaws.

ARTICLE IV MEMBERSHIP

4.1. The Church shall maintain a Membership Roll and database. The Church's current and past Membership Rolls and the related database(s) shall be preserved irrespective of the Church's changes, from time to time, of software or record-keeping protocols.

4.2. All persons whose names appear on the Church's Membership Roll are members of Myers Park Baptist Church.

4.3. The Church's Membership Roll shall be regularly updated by the Church staff or as otherwise directed by the BoD to reflect the joining of new members, the resignation of members, members' transfer of membership to another church, the death of members and the purging from the Membership Roll of those persons who have effectively resigned membership by their non-response to Church inquiries about their membership status, as directed from time to time by the BoD; and to reflect the updating of Members' addresses and contact information.

4.4. To be listed on the Church's Membership Roll, a person must join the Church.

4.5. Joining the Church and becoming a Member:

Membership in MPBC is conveyed in such a manner and in accordance with such customs and practices as follows or as the Board of Deacons shall, from time to time, amend and direct.

a. Prospective Members ages 18 and over will complete New Member Class(es) created by the Senior Minister (“SM”) to include the history and legacy of the Church, its theology, Covenant and Mission and its organizational structure and membership requirements; and this Class will be taught by the SM and the SM’s designee(s); and

b. Prospective Members who have completed the New Member Class will be introduced to and welcomed by the Congregation as “a new Joining Class” during a congregational worship service; and

c. Prospective Members may opt for or out of baptism prior to being introduced to the Congregation; and

d. Members who are listed on the Membership Roll as of the date of the approval of these Bylaws by the Board of Deacons shall not be required to complete the New Member Class(es) described above but may complete and are encouraged to complete the Class(es); and

e. Prospective Members under the age of 18 (“Youth”) may join the Church after completing a Discipleship Class created and taught by the SM and/or her/his designee to include a curriculum as similar to that of the adult New Member Class(es) as the SM and/or her/his designee may determine appropriate. Youth then joining the Church shall be welcomed and confirmed as members during a congregational worship service.

ARTICLE V GOVERNANCE STRUCTURE, CONGREGATIONAL MEETINGS and VOTING

5.1. Myers Park Baptist Church is an autonomous church in the Baptist tradition whose general governance structure and process are set forth in these Bylaws.

5.2 Adoption and amendment of the Church’s Bylaws shall be by a Deacon’s motion to the Board of Deacons in a regular or special Board of Deacons meeting, shall require a Two Thirds (2/3) majority vote of the Board of Deacons to approve, and shall be ratified by a Two Thirds (2/3) vote of the Congregation. Technical amendments of these Bylaws, e.g., typographical or punctuation errors, that do not change the meaning or substance of these Bylaws shall require a Two Thirds (2/3) vote of the Board of Deacons to approve and shall not require ratification by the Congregation but may nevertheless be submitted to the Congregation for ratification should the BoD direct.

5.3 The Church's Bylaws and any amendments to same shall be updated at the time of adoption and for every amendment in newly issued, complete sets of the Church's Bylaws with a current date and sequential version number, disseminated to all current and Life Deacons, as well as the organizational entities reporting to the Board of Deacons, and shall be accessible and freely available to the Church's Members through the Church's website and in such other ways as the Board of Deacons, from time-to-time, may determine.

5.4. Governance Structure: Congregation, Board of Deacons, Senior Minister and Staff, Life Deacons.

A. CONGREGATIONAL AUTHORITY AND DELEGATION:

As an autonomous church not governed by a denominational organization, all authority ultimately rests with the Congregation. Through these Bylaws, the Congregation delegates its decision-making authority to its elected Board of Deacons ("Deacons" or "BoD") who act on behalf of the Congregation on all matters pertaining to Church governance and Church life as prescribed by the letter or spirit of these Bylaws and as limited thereby.

B. THE BOARD OF DEACONS (BoD):

1. On behalf of the Congregation, the Board of Deacons shall consider, act and vote on all matters pertaining to Church governance and Church life other than those matters specifically reserved by these Bylaws in Article V, subparagraph 5.5.B. for a Congregational vote.

2. On such a regular schedule as The Board of Deacons shall set, the BoD shall meet to consider and conduct all of the business and affairs of the Church provided for herein. The BoD may set special meetings of the BoD in accordance with such policies or procedures the BoD may from time-to-time adopt, after due discussion and consideration and approval of same.

3. Consistent with and not in contravention to the Church's Covenant, its current Mission and these Bylaws, the Board of Deacons may from time-to-time adopt policies and/or procedures as specified by these Bylaws or to further the life and business of the Church. All policies and procedures adopted by the BoD shall be issued and collected in one document entitled "Myers Park Baptist Church Policies and Procedures," with a current date and sequential version number, disseminated to all current and Life Deacons, as well as the organizational entities reporting to the Board of Deacons, and

shall be accessible and freely available to the Church's Members through the Church's website and in such other ways as the Board of Deacons, from time-to-time, may determine.

4. The Church's and its Congregation's authority to enter into contracts, take on debt and issue checks is hereby delegated specifically to the BoD, which in turn shall create written Policies and Procedures, consistent with the Church's Covenant and Mission and these Bylaws, to effectuate this authority and to aid in the business and operation of the Church.

5. The BoD may charter and create Church Ministries, Councils, Task Forces and Committees to address the long term or emergent needs or matters or business of the Church, consistent with the Church's Covenant and Mission and with such policies and procedures, including membership policies, as the BoD shall, from time-to-time prescribe.

a. The BoD may create such Ministries, Councils, Task Forces or Committees to function or serve a specific, time-limited emergent or project-limited purpose, or to serve as a quasi-permanent entity continuing for so long as the BoD determines that the Church's needs require.

b. Such Church Ministries, Councils, Task Forces and Committees shall report to the BoD and take such actions consistent with the Church's Covenant and Mission as the BoD may, from time-to-time, direct.

c. As directed by the BoD, any Ministries, Councils, Task Forces and Committees the BoD creates shall function to augment, assist and advise the BoD in its work and in the work and operations of the Church.

d. The BoD shall oversee the work of the Church's Ministries, Councils, Task Forces and Committees and consider the regular reports they create to describe and document their work.

e. The Board of Deacons may create policies and procedures that more specifically define the work of the Church's BoD Ministries, Councils, Task Forces and Committees and may specify membership policies for same. Notwithstanding the foregoing, and while members of the Church may serve on a BoD Ministry/Council/Task Force/Committee pursuant to policies and procedures the BoD adopts, no non-member or

unelected member (i.e., non-Deacon) of the Church shall be able to “self-select” to serve on a BoD Ministry/Council/Taskforce/Committee. Instead, membership on a BoD Ministry/Council/Taskforce/Committee shall be determined by policies and procedures not inconsistent with the foregoing and as adopted by the BoD from time to time.

f. The Church’s Ministries, Councils, Task Forces and Committees may take such actions as the BoD shall authorize, or may make recommendations to the BoD for action, or may recommend to the BoD whether to require a Congregational vote on an action, in which case, the BoD shall consider the Congregational vote recommendation and, by a Two Thirds (2/3) majority vote, determine that the issue or question shall be brought before the Congregation at its next regular or special Congregational Meeting for a vote and whether the Congregational vote requested may be passed by a simple or greater-than-simple majority of a specific value -- for example, by a Sixty Percent (60%) majority or a Two Thirds (2/3) majority.

6. On an issue or matter that these Bylaws do not otherwise reserve for a Congregational vote, the BoD may determine by a Two Thirds (2/3) vote whether to bring any issue or matter before the Congregation for its vote at its next regular or special Congregational Meeting, and the BoD shall determine in the same motion and by the same Two Thirds vote how the issue or matter shall be stated and whether the Congregational vote requested may be passed by a simple or greater-than-simple majority of a specific value – for example, by a Sixty percent (60%) majority or a Two Thirds (2/3) majority.

7. A Member or Members of the Church may also ask the BoD to consider and act on taking an issue or question to the Congregation for a Congregational vote, in which case the BoD shall take up and consider the issue or question and determine whether to forward it to the Congregation for its vote in accordance with the same process described in Paragraph 6 immediately above.

8. In no instance shall the BoD create Ministries, Councils, Task Forces or Committees that usurp or replace the authority, responsibilities and considered actions of the Congregation’s elected BoD.

9. The Board of Deacons shall be elected in the following manner:

a. Composition, Terms and Elections:

- 1) The Board of Deacons (exclusive of active Life Deacons) shall be composed of three (3) classes of four (4) Deacons, each of whom shall serve a three (3) year term.
- 2) One (1) class of four (4) members shall be elected each year by the Congregation on a schedule and in accordance with the Policies and Procedures the BoD shall from time-to-time direct.
- 3) Deacons who have served a full three-year term or two years of a three-year term shall not be eligible to serve a subsequent term until they have been off the BoD for two (2) years.
- 4) If an elected Deacon cannot or does not complete a full term, the BoD may nominate and elect a replacement Deacon to sit in the unexpired seat until the next Congregational Deacon election when a Deacon to fill the unexpired term of that seat shall be elected.
- 5) In addition to its twelve (12) regular Deacons, the BoD shall include up to two (2) active Life Deacons elected by the entire class of Life Deacons and who shall serve one (1) year terms, with all the privileges and responsibilities of regular Deacons, except that the Life Deacons may but will not be required to sit or Chair a Ministry, Council, Task Force or Committee.

b. Officers and Ex Officio Members.

- 1) The Board of Deacons shall include the following officers: Chair, Chair-Elect and Secretary, each of whom shall be nominated and elected by the BoD in accordance with the Myers Park Baptist Church Policies and Procedures for a term of not less than one (1) year and not more than (2) years. The duties of the Chair, the Chair-Elect and the Secretary shall be in accordance with those policies and procedures found in the Myers Park Baptist Church

Policies and Procedures that the BoD establishes and from time-to-time amends.

- 2) The Board of Deacons shall include the following Ex-Officio participants who attend BoD meetings (except during those meeting topics that the Chair or a majority of the BoD may direct, such as topics involving personnel matters): the Senior Minister; the Church Administrator; and other Church Staff that the Chair or the BoD (by majority vote) may invite.

c. The Deacon Nomination Process.

Deacons shall be nominated through a process and on a timetable in accordance with Policies and Procedures that are established and amended from time to time by the BoD and that take care to include:

- 1) Soliciting nominations from the Congregation of Members who meet the Deacon Criteria set forth in these Bylaws.
- 2) Soliciting nominations from the Church's Ministries of Members who meet the Deacon Criteria set forth in these Bylaws.
- 3) Consideration for the top nominees who, in the BoD's judgment, meet the Deacon Criteria set forth in these By Laws.
- 4) Consideration for (a) the needs in various areas of training, interests, talents or professional and public service that may make the BoD and/or its Ministries/Councils/Task Forces/Committees more effective; and (b) the extent to which nominees can contribute these characteristics and talents with the BoD; and (c) assuring that the BoD is both diverse and inclusive.
- 5) The nominees' willingness to serve and to commit the time necessary for service as expressed in interviews with the Ministry of Human Resources and Leadership (or its then-current analog) and/or with such other Ministry/Council/Task Force/Committee as the BoD may direct.

d. Criteria to be nominated and to serve as a Deacon:

- 1) Shall be a member of the Myers Park Baptist Church over the age of 21 years.
- 2) Shall have been a Member of the Church for two (2) or more years.
- 3) Shall have demonstrated a spiritual and financial and time-and-talent commitment to the Church.
- 4) Spouses/partners/immediate family members shall not be nominated for or serve on the BoD for the same or overlapping terms.
- 5) Neither the MPBC Senior Minister or Church staff nor their spouses/partners/immediate family members may be nominated for or serve as a Deacon.
- 6) All Deacons, prior to beginning their service, and any Ex-Officio attendees at a Deacons' meeting, shall, before attending their first meeting, read and sign the Church's confidentiality agreement, which shall be strictly followed and honored.

10. The Board of Deacons' meetings shall be conducted pursuant to the general principles found in Robert's Rules and Chaired by the Chair of the BoD or, in the case of the disability, death or unavailability of the Chair, by the Chair Elect or, in the case of the disability, death or unavailability of the Chair and the Chair Elect, by the Chair's alternative designee named or elected in accordance with the Policies and Procedures the BoD adopts for naming or electing same.

11. All matters before the Board of Deacons for a vote shall be decided by a simple majority vote of a quorum of the total number of regular and Life Deacons serving on the BoD, except for those matters these Bylaws specify as requiring a greater than simple majority vote. For purposes of all BoD votes, a quorum of the Board of Deacons shall be seventy-five percent (75%) of BoD members, rounded up to the nearest whole number of deacons.

12. In the event of a tie vote, the BoD will resume debate in good faith on the proposition or measure and then, on proper motion and after any properly made amendments to the proposition are received, the BoD shall take another vote. This process shall be repeated for a total of three (3) votes until the tie is broken or, if the proposition or issue is not by then resolved, it shall fail, and shall be brought up again as the first agenda item at the next properly scheduled BoD meeting.

13. Consistent with best practices in personnel matters, including in personnel matters involving legal and/or confidential and sensitive personnel information, the Congregation delegates the oversight and termination of a Senior Minister to the Board of Deacons, who in turn acts in consultation with the advice and counsel of the Ministry of Human Resources and Leadership (or its then-current analog).

14. The BoD and/or its designee Ministry, Council, Committee or Task Force for addressing Church finances or stewardship shall request and monitor regular Church financial reports and accounting from Church staff and/or the Church's accountants in such form and on such a schedule as the BoD may from time-to-time specify to provide the BoD and its designee with accurate and timely financial data sufficient to monitor, regulate and responsibly plan for the Church's financial health and continuity.

C. LIFE DEACONS

Life Deacons shall meet the following criteria:

1. Life Deacons shall be considered Deacons of the Myers Park Baptist Church for life. Each year, Life Deacons will be asked to choose to be Active Life Deacons with the rights, privileges, and duties of elected Deacons, as further specified by the BoD, or to be Inactive Life Deacons without those same rights, privileges and duties. Active Life Deacons simultaneously serving a Life Deacon term on the BoD may not be spouses, partners or immediate family members.

2. The Chair of the Board of Deacons shall be declared a Life Deacon following the completion of his/her term as Chair.

3. Deacons who have served as elected members of the Board of Deacons of the Myers Park Baptist Church for a minimum of fifteen years shall be declared a Life Deacon after fulfilling the length of service criteria.

D. CHURCH STAFF:

1. The Senior Minister is directly accountable to the Board of Deacons and thereby indirectly accountable to the Congregation.

2. All other Church Staff are led by and directly accountable to the Senior Minister or to him/her through his/her designated Senior Staff.

3. The Senior Staff include Associate or Assistant Ministers, the Church Administrator or Chief Operating Officer and other staff so designated from time to time by the BoD in consultation with the Senior Minister.

4. In the management, supervision and leadership of the Church staff, the Senior Minister ("SM") or his/her direct reports shall manage and make decisions regarding the Church's day-to-day operations with the support, advice and collaboration of the BoD and its Ministries/Councils/Committees/Task Forces the BoD designates to serve in certain church-managerial roles. For example, the SM and or his/her direct reports will manage personnel and financial matters consistent with best practices in such matters, with the advice, guidance and collaboration provided, respectively, by the BoD's Ministry of Human Resources or Ministry of Financial Resources and Stewardship (or those Ministries' then-current analogs), and as may be more fully set forth in the Policies or Procedures established from time-to-time by the BoD.

5. The SM and/or that Church Staff who monitors and accounts for the income, expenditures and other financially related aspects of the Church shall provide such regular reports and details of same to the BoD and/or to its designee Ministry and to the SM as the BoD may from time-to-time direct.

5.5. CONGREGATIONAL MEETINGS AND VOTING.

A. Congregational Meetings.

1. General meetings of the Congregation shall be held at least three (3) times per year, as scheduled by the Chair of the BoD with the advice of the Senior Minister.

2. At least fourteen days' notice shall be given to the Congregation prior to a Congregational Meeting that involves topics requiring a Congregational Vote or including such matters as the BoD may determine deserve at least such notice time.

3. The Board of Deacons may by a Two Thirds majority lengthen or shorten the Congregational Meeting fourteen-day notice period for any regular or special Congregational meeting.

4. All information deemed by the BoD important for the Congregation's understanding and decision-making in the Congregational Meeting shall be provided to the Congregation at least seven (7) days in advance of the Congregational Meeting if not on the same schedule as the schedule for proper notice of the Meeting.

B. Issues Requiring a Congregational Vote:

1. Revision of the Church's Covenant or Mission.
2. Decision to call a Senior Minister to serve the Church.
3. Approval of the Annual Operating Budget.
4. Annual election of the Board of Deacons as described in the Deacon Nomination and Election Policies and Procedures in the Myers Park Baptist Church Policies and Procedures.
5. Approval of a new Strategic Plan for the Church.
6. A fundamental change in the Church's structure, e.g. merger or dissolution, or in the Church's system of governance.
7. Conveying or otherwise encumbering the real property owned or controlled by the Church.
8. Any other issue the BoD certifies for a Congregational vote pursuant to Article V., paragraph 5.4., subparagraphs B.5.f. or B.6 or B.7.

C. Mechanics and Counting of a Congregational Vote:

1. For items listed in paragraph B, subparagraph 1-7 immediately above, a congregational vote is decided by a majority vote of the Church's members listed on its Membership Roll and who are present at the Congregational Meeting, whether in person or via electronic means, and/or who vote on the day of the Meeting or on such timetable and in accordance with such procedures as the BoD shall from time-to-time determine through its Policies or Procedures is fair and appropriate.
2. For all issues brought to a Congregational vote pursuant to paragraph B, subparagraph 8 immediately above, a Congregational vote shall be decided on that majority vote of the Congregation deemed appropriate by the BoD when it certifies the issue for a vote by the Congregation. As provided in Article V, subparagraph 5.2, a congregational vote for ratification of Bylaws or Bylaws amendments shall be by a two-thirds (2/3) majority vote.
3. The timetable for the Congregation's voting process as set forth in C.1. immediately above shall be announced in the materials and Notices

for the Congregational Meeting and no later than the time required by the these Bylaws for the Notice of the Congregational Meeting.

4. The manner of taking and tabulating the Congregation's vote will be set forth in the policies and procedures established and amended from time to time by the BoD, and shall be stated in the Notice and/or materials provided to the Congregation in advance of the Congregational Meeting.

ARTICLE VI TRUSTEES

The Church's Trustees shall consist of three persons elected by the Board of Deacons for a term of five (5) years, or until their respective successors are elected and qualified. Trustees may be reelected to consecutive terms. The Trustees shall be Members of the Church and shall possess at least those same qualities and criteria as required for Deacons in Article V, subparagraph 5.4, B.9.d.

Title to all real property owned by the Church shall vest in the Trustees, but the Trustees shall have no power or authority to convey or encumber any real property owned by the Church, except as authorized by the Congregation; provided, however, the Trustees may execute any easements or execute any use agreements specifically authorized by the Board of Deacons.

The Board of Deacons or its Ministry designee shall nominate and the BoD shall elect the person(s) to fill any vacancy in the Trustees, whether such vacancy results from the expiration of the term of the Trustee or otherwise.