

**BYLAWS of  
The Way Christian Fellowship Inc.**

**ARTICLE I CONGREGANTS**

**SECTION 1. Statement of Organization; No Corporate Membership.**

The Way Christian Fellowship Inc., is a non-member, non-profit corporation registered as such in North Carolina. The principal “business” of the corporation is a Christian church.

As an elder lead church, and as a non-profit corporation registered as a non-member corporation, the church has no “members” and Congregants (as defined herein) are not to be considered as “members” of the corporation under any legal theory, statute, regulation, etc. Congregants have only the right to inspect the corporation’s records as otherwise provided for herein, and have no right of governance, approval, voting, agency, etc. as to the corporation.

**SECTION 2. Congregation.**

Any person who is a believing and confessing Christian, acknowledges and accepts Jesus Christ as their Lord and Savior, accepts the Bible as the inerrant Word of God, ascribes to the The Way’s Statement of Faith, attends The Way on a regular basis, who serves with The Way and who gives monetarily to The Way on a regular basis shall be considered a "Congregant.” Any Congregant may request in writing or by email to inspect any of the following:

- A. The Articles of Incorporation of The Way;
- B. The Constitution and Bylaws of The Way;
- C. Any reports or information the leadership of The Way makes publicly available.

**SECTION 3. Limits of Congregant Inspection Privileges.**

- A. Notwithstanding anything to the contrary in these Bylaws, the Board of Trustees may refuse to allow any Congregant the privilege of inspecting any records or any portion of any records of The Way at any time in its sole discretion.
- B. All requests for financial or The Way-related information must be submitted to the Board of Trustees, or their designee, in writing or by email.
- C. The Board of Trustees may place any restrictions on a Congregant's privilege of inspection as the Board of Trustees may determine in its discretion, including, without being limited to, restrictions on copying of records and materials, restrictions on access of a Congregant's agents and/or attorneys to any such records or materials, and confidentiality and non-disclosure obligations.
- D. The privilege of inspecting any records of The Way shall be limited to the Congregants of The Way and the other governing people serving The Way as provided for herein. This creates no legal right of any kind for a Congregant and is binding on this issue.

- E. Denial of a Congregant's request for inspection of the records as provided in this section shall not be a basis for any type of legal action—this organization is not a member organization under the meaning of the North Carolina Non-Profit Corporation law, thus all power in governance and care, custody and control of all property owned by the organization is solely vested in the Board of Trustees, as provided herein.
- F. The Board of Trustees may at any time, for any cause other than one that is somehow illegal, exclude a Congregant from further fellowship with the organization, and from further contact, presence or use of any of the organization's property.

## **ARTICLE II THE WAY GOVERNMENT**

### **SECTION 1. The Headship of Christ.**

The government of The Way shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over the ministry and other Christian activities in which The Way is engaged. All those in authority shall continually seek His mind and will, through His Spirit and the Word of God in all actions and decisions.

## **ARTICLE III BOARD OF TRUSTEES**

### **SECTION 1. General Powers.**

The corporate powers of The Way shall be exercised by or under the authority of the Trustees (collectively, "the Board of Trustees"). The powers, business and property of The Way shall be exercised, conducted, and controlled by the Board of Trustees for the purposes of overseeing the legal, business, financial and administrative affairs of The Way with motions and a unanimous first vote. Any motion having failed to pass a unanimous first vote shall be allowed an opportunity of a second vote as per process established in Article III Section 9. The Board of Trustees is composed of the properly selected and elected Elders. A resignation, sabbatical or removal, as described in Article IV Section 4 of the Constitution, of an Elder removes them from being a part of the Board of Trustees. The Board of Trustees members serve in guiding the direction of The Way.

### **SECTION 2. Specific Duties and Responsibilities.**

The Board of Trustees shall annually vote to appoint Officers as per process in **Article IV Officers of The Way**. Without prejudice to the general powers outlined above, and subject to the same limitations, the Board of Trustees shall have the following duties and responsibilities:

- A. To establish governing principles, policies and determining practices for The Way, including the creation and maintenance of policies and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of The Way's affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;

- B.** To review and coordinate program plans recommended by The Way Officers, organizations, teams and committees;
- C.** To approve the borrowing of money and incurring indebtedness on behalf of The Way and the cause to be executed and delivered for The Way's purpose and in The Way's name, promissory notes, and other evidence of debt and securities;
- D.** To evaluate program achievements in terms of The Way's goals and objectives;
- E.** To oversee legal, business, financial and administrative affairs of The Way;

The Board of Trustees may delegate some of its authorities and duties to individual elders, deacons, staff members, ministry teams and others as long as the delegation does not breach its fiduciary duties to The Way. The Board of Trustees may also invite the chairpersons of the teams/committees of The Way to be non-voting invitees to Board of Trustees meetings whenever projects or programs in which their team/committee may be involved are to be considered, for example, preparation of the annual calendar of The Way.

### **SECTION 3. Transactions with Interested Parties.**

A contract or other transaction between The Way and one or more of its Board of Trustees, Officers, or family members thereof (hereinafter "Interested Party"), or between The Way and any other entity, of which one or more of The Way or its Board of Trustees or Officers are also Interested Parties, or in which the entity is an Interested Party which has a financial interest shall be voidable as determined by motions and a unanimous first vote of the Board of Trustees that such transaction should be voided, allowing for any motion having failed to pass a unanimous first vote to be allowed an opportunity of a second vote as per process established in Article III Section 9, with a Board of Trustees Member Abstaining through Abstention for any Conflict of Interest and Conscience as considered in Article III Section 10 unless all of the following provisions are satisfied:

- A.** The Way entered into the transaction for its own benefit;
- B.** The transaction was fair and reasonable as to The Way, or was in furtherance of its exempt purposes at the time The Way entered into the transaction;
- C.** Prior to consummating the transaction, or any part, the Board of Trustees must authorize or approve the transaction, in good faith, by motions and a unanimous first vote of the Board of Trustees then in office, without counting the vote of the interested Board of Trustees Member(s), and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- D.** Prior to authorizing or approving the transaction, the Board of Trustees, in good faith, determined after reasonable investigation and consideration, that The Way could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of The Way's tax-exempt purposes;

The Board of Trustees may adopt additional Conflicts of Interest Policies that shall provide for full disclosure of material conflicting interests by Board of Trustees Members, Officers, or employees. These policies shall permit the Board of Trustees to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to The Way. Notwithstanding the above, no loan shall be made by The Way to any of its elders, Officers, deacons or Congregants.

#### **SECTION 4. No Compensation for Board of Trustees Members.**

No salary or compensation shall be paid to any Board of Trustees member in his capacity as a member of the Board of Trustees, but nothing herein shall be construed to preclude any Board of Trustees Member from serving The Way in any other capacity and receiving reasonable compensation. Moreover, a Board of Trustees Member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

#### **SECTION 5. Place and Time of Regular Meetings.**

Regular meetings of the Board of Trustees shall be held at least every other month and at any place and at any time designated by the Board of Trustees, with one meeting being designated as the Annual meeting for the appointment of elders, Officers, approval of the Annual Budget, and any other matter to be brought before the Board of Trustees.

#### **SECTION 6. Special Meetings.**

Special Meetings of the Board of Trustees may be called at any time by any two (2) other Board of Trustees Members for any purpose or purposes. The transactions of any meetings of the Board of Trustees, however called and noticed and wherever held, shall be valid as though at a regular meeting.

#### **SECTION 7. Notice.**

Notice of the time and place, and in the case of a special meeting, the purpose of every meeting of the Board of Trustees shall be in writing and shall be duly sent, mailed, or otherwise delivered to each Board of Trustees Member not less than five (5) days before the meeting; providing that no notice of any regularly scheduled or adjourned meeting need be given.

#### **SECTION 8. Action Without Meeting.**

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all the Board of Trustees, individually or collectively, consent in writing and/or through recorded electronic voting functionality to the action. Such action by written consent shall have the same force and effect as motions and the unanimous first vote of the Board of Trustees. Any motion having failed to pass a unanimous first vote shall be allowed an opportunity of a second vote as per process established in Article III Section 9. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees.

#### **SECTION 9. Unanimous First Vote Second Vote Process.**

A given motion having failed a unanimous first vote will be allowed a second vote within 10 days of the initial vote thus allowing for prayer and deliberation on the motion being considered for a

second vote. A second vote will only occur if the given motion is put forth and seconded by the same elders having put forth the original motions for the initial vote. Should a given motion be renewed for a second vote, the motion will be allowed a second vote opportunity. Only those elders who voted as part of the initial vote will be allowed to vote as part of this second vote. A vote is only considered valid and final when all previous voting elders have voted. A passing vote only occurs when a super majority of eighty percent (80%) of those voting have approved a given motion.

#### **SECTION 10. Voting Concepts and Definitions.**

- A. "Conflict of Interest or Conscience" means a Board of Trustees Member may not personally benefit from certain actions or decisions they make as a Member of the Board of Trustees. As such, a Conflict of Interest or Conscience is defined as a Board of Trustees Member with personal interests such as family, friendships, and financial which could compromise their judgment, decisions, or actions as relates to Board of Trustees activities including voting.
- B. "Abstention" means a Board of Trustees Member or a Board of Elders Member who verbally and clearly states their intention not to vote on a motion and can include a Board Member who doesn't show up to vote.
- C. "Abstain" means A Board of Trustees Member or a Board of Elders Member will, for Conflict of Interest or Conscience concerns, choose or be required not to vote on a motion. A Board of Trustees Member or a Board of Elders Member may also Abstain to preserve unanimity amongst the Board of Trustees or the Board of Elders, thus allowing for motions and a potential vote on a given motion.

#### **SECTION 11. Participation by Conference Telephone or Similar Electronic Equipment.**

Members of the Board of Trustees or any committee thereof may participate in a meeting of such Board of Trustees or committee by means of a conference call or similar communication equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence at such meetings. When such a meeting is conducted by means of a conference call or similar communications equipment, a written record shall be made of the action taken at such a meeting, noting participation of those who were present by means of such communications equipment.

#### **SECTION 12. Advisory Committee.**

The Board of Trustees, by motions and a unanimous first vote of all Board of Trustees members in office, may appoint two or more persons to serve as an advisory committee at the pleasure of the Board of Trustees, such as the Board of Trustees may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board of Trustees. Any motion having failed to pass a unanimous first vote shall be allowed an opportunity of a second vote as per process established in Article III Section 9. A Board of Trustees Member will Abstain through Abstention for any Conflict of Interest and Conscience as considered in Article III Section 10. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, Constitution or by a Resolution of the Board of Trustees, each advisory committee may not exercise the authority of the Board of Trustees.

### **SECTION 13. Minutes.**

Minutes of the meetings of the Board of Trustees shall be recorded and taken by the Secretary, or a suitable substitute in his absence, who shall have custody thereof and be responsible for making accessible copies to the Board of Trustees Members in a timely manner.

### **SECTION 14. Rights of Inspection.**

Every Board of Trustee Member has the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of The Way.

## **ARTICLE IV OFFICERS OF THE WAY**

### **SECTION 1. Officers, In General.**

The Officers of The Way shall be the President, Vice President, Secretary and Treasurer (“Officers”) and such other officers as the Board of Trustees may from time to time deem necessary.

### **SECTION 2. Election and Term.**

Corporate Officers shall be appointed by motion and a unanimous first vote of the Board of Trustees for a two-year term. Any motion having failed to pass a unanimous first vote shall be allowed an opportunity of a second vote as per process established in Article III Section 9. A Board Trustees will Abstain through Abstention for any Conflict of Interest and Conscience as considered in Article III Section 10. Officers will be voted upon in this combination of office pairs, Vice President, Treasurer and President, Secretary. Voting will happen yearly for a given office pair to foster stability of church appointed leadership. Officers may be reelected without limitation or until their successor is appointed and qualified.

### **SECTION 3. President.**

The President shall be a member of the Board of Trustees. Subject to the direction as may be given by the Board of Trustees, the President shall generally supervise, direct, and control the business and the Officers of the corporation. He shall preside at all Board of Trustee meetings. The President shall discharge such other duties as prescribed by the Board of Trustees.

### **SECTION 4. Vice President.**

The Vice President shall be a member of the Board of Trustees. In the absence or disability of the President, the Vice President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall discharge such other duties as prescribed by the Board of Trustees.

### **SECTION 5. Secretary.**

The Secretary shall be a member of the Board of Trustees. The Secretary shall keep a full and

complete record of all the proceedings of the Board of Trustees and shall give proper notice to the Board of Trustees of all Board of Trustee meetings. The Secretary shall supervise the keeping of records of The Way. The Secretary shall discharge such other duties as prescribed by the Board of Trustees.

#### **SECTION 6. Treasurer.**

The Treasurer shall be a member of the Board of Trustees. The Treasurer shall be responsible for all monies collected and distributed by The Way and shall make financial replacements to the Board of Trustees. Proper records and books concerning incoming and outgoing funds shall be kept and such records and books will be made available for auditing or inspection. The Treasurer shall supervise the keeping of records of The Way. The Treasurer shall discharge such other duties as prescribed by the Board of Trustees.

### **ARTICLE V TRUSTEES**

#### **SECTION 1. Corporate Responsibilities.**

The Trustees shall carry on various duties within the corporation to meet the needs of The Way.

The Trustees shall meet regularly or as necessary to consider the corporate needs which arise in the body of Congregants of The Way. The Trustees shall make decisions for the furtherance established in the body of Congregants of The Way as well as any people associated with or subject to the goals of The Way, including service to the beneficiaries of The Way.

#### **SECTION 2. Qualifications.**

Trustees shall be Elders and Congregants of The Way.

#### **SECTION 3. Meetings.**

The Trustees shall have Board of Trustee meetings as often as necessary to carry out their duties and responsibilities. A chairperson may be elected as needed from among their members to facilitate meetings and regularly report to the Board of Trustees on the activities and decisions related to The Way.

### **ARTICLE VI IMMUNITY, AUTHORITY OF ALL PARTICIPANTS OTHER THAN BOARD OF TRUSTEES**

#### **SECTION 1 Congregants, Elders, Deacons and Volunteers.**

- A.** All those that serve the church organization in any capacity except as a Board of Trustees Members (hereinafter "Participants") shall be deemed to be in the furtherance of a charitable service to others and thus as immune under North Carolina law.
- B.** Participants cannot legally bind the church or otherwise obligate the church organization to another person or entity—they have no actual or apparent authority to act on behalf of the church.

- C. Any Participant who is sued or otherwise brought before a legal authority arising out of their negligent or deliberately reckless or illegal act shall not be deemed to be in the course and scope of the church's mission or business, and shall hold harmless, indemnify and defend the church and its Board of Trustees from any and all such liability.
- D. The church in the Board of Trustees sole discretion may extend the coverage of its insurance policies (subject to the approval of the insurer) to any Participant who is alleged to or actually is determined to have acted negligently while operating on behalf of the church within the restrictions described herein.

## **ARTICLE VII FINANCIAL POLICIES**

### **SECTION 1. Prohibited Activities.**

No part of the corporation's funds shall inure to the benefit of, or be distributable to its Congregants, Board of Elders, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles of Incorporation, and to reimburse the actual expenses of Participants and Board of Trustees members incurred in the course of acting on behalf of the church, subject to the other provisions herein.

### **SECTION 2. Budget and Audit.**

The Board of Trustees shall designate a Board of Trustees Member or another who shall prepare and submit an annual budget for the organization to the Board of Trustees for approval at a duly called meeting each year. The inclusive budget shall indicate the amounts needed and sought for all local, national, and international (if any) expenses and purposes. The Board of Trustees, or its designee, shall conduct or arrange for an annual review or audit of a type and nature they deem appropriate; however, every five (5) years, The Way shall conduct either a review or audit by an outside auditor.

### **SECTION 3. Accounting Procedure.**

The Treasurer and anyone hired or appointed to track and report the finances of the church organization shall account for all funds, transactions, financial obligations and liabilities, payroll, taxes, reimbursements, and any other activities concerning use of such funds, for any and all purposes, and shall properly record such funds and their expenditure on the books of The Way in accord with standard and accepted bookkeeping and accounting practices. A system of accounting for handling of all funds, as well as funding, payroll, reimbursement and tax payment guidelines shall be the responsibility of the Board of Trustees, or its designee, and shall be in compliance with all applicable law. The books of the church shall be kept in such state that they can be accessed in a fully updated form by the Board of Trustees no later than 5 days from a request for same.



#### **SECTION 4. Deposits and Financial Institutions.**

- A.** The Board of Trustees shall select banks, trust companies, or other depositories that are federally registered in the United States and FDIC insured in which all funds of The Way not otherwise employed shall, from time to time, be deposited to the credit of The Way. Deposits in a single account shall not exceed the limits of liability provided by the FDIC.
- B.** The Board of Trustees may deposit such funds that in its discretion are not immediately needed for the operation of the organization into appropriate low-risk investment vehicles while balancing its obligation to fund the daily operation of the church organization.
- C.** The Board of Trustees has complete discretion in how all of the funds of the church organization are spent, invested, etc.

#### **SECTION 5. Check Transactions.**

All checks or demands for money and notes of The Way shall be signed by such Officer(s) or such other persons as the Board of Trustees may from time to time designate. While most expenses are generally discussed to gain consensus for a given spend, any check under the amount of five hundred dollars (\$500.00) shall be considered discretionary. A check over the amount of five hundred dollars (\$500.00) and up to the amount of one thousand five hundred dollars (\$1,500.00) shall require the general approval of the Board of Trustees. A check over the amount of one thousand five hundred dollars (\$1,500.00) shall require motions and a unanimous first vote of the Board of Trustees for approval. Any motion having failed to pass a unanimous first vote shall be allowed an opportunity of a second vote as per process established in Article III Section 9. A Board of Trustees Member will Abstain through Abstention for any Conflict of Interest and Conscience as considered in Section 10. Previously approved operating expenses and/or other reoccurring expenses will be excluded from consideration of this Section 5.

#### **SECTION 6. Debit Card Transactions.**

While most expenses are generally discussed to gain consensus for a given spend, any debit card transaction under the amount of five hundred dollars (\$500.00) shall be considered discretionary. A debit card transaction over the amount of five hundred dollars (\$500.00) and up to the amount of one thousand five hundred dollars (\$1,500.00) shall require the general approval of the Board of Trustees. A debit card transaction over the amount of one thousand five hundred dollars (\$1,500.00) shall require motions and a unanimous first vote of the Board of Trustees for approval. Any motion having failed to pass a unanimous first vote shall be allowed an opportunity of a second vote as per process established in Article III Section 9. A Board of Trustees Member will Abstain through Abstention for any Conflict of Interest and Conscience as considered in Article III Section 10. Previously approved operating expenses and/or other reoccurring expenses will be excluded from consideration of this Section 6.

## **SECTION 7. Fiscal Year.**

The Board of Trustees, in consultation with the necessary ministries, shall have the power to fix, and from time to time to change, the fiscal year of The Way. Unless otherwise determined by the Board of Trustees, the fiscal year of The Way shall be the calendar year. Accurate records shall be kept by all organizations of The Way and reports made on a fiscal year basis. All funds handled by any and all organizations shall be reported to the Board of Trustees and finance team.

## **SECTION 8. Contracts.**

The President can sign contracts to bind The Way once approved by the Board of Trustees or according to its procedures. However, the Board of Trustees may authorize any Officer or officers, agent or agents of The Way, in addition to those Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of The Way, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

## **SECTION 9. Endowments.**

The Board of Trustees may establish on behalf of The Way any endowments for the general purposes or for any special purposes of The Way.

## **SECTION 10. Designated Contributions.**

The Way may accept any designated contributions (based on a case by case and finance team approval), grant, bequest, or devise consistent with its general tax exemption purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses as approved by the finance team, and such designations generally will be honored. However, The Way reserves all rights, title, and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out The Way's tax-exempt purposes.

## **SECTION 11. Partnerships, Joint Ventures, LLC's and Auxiliary Corporations.**

The Board of Trustees may authorize in writing any officer(s) or agent(s) of The Way to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board of Trustees determine shall advance the religious purposes and goals of The Way as described herein and not violate The Way's tax-exempt status.

## **SECTION 12. Purchase or Sale of Property and of Transfer.**

Neither Officers, officers nor agents of The Way may transfer, purchase, or sell real or personal property on behalf of The Way unless authorized by the Board of Trustees. Any borrowing of money must be approved by the Board of Trustees according to these Bylaws.

### **SECTION 13. Distribution Upon Dissolution.**

The properties and assets of this nonprofit corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation.

Upon the dissolution of The Way, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of The Way, dispose of all the assets of The Way exclusively for the purposes of The Way, the promulgation of the Gospel of Jesus Christ and the furtherance of His Kingdom in this world. Such distribution will be made to organizations under section 508(c)(1)(a) and/or 501(c)(3) of the Code as the Board of Trustees shall determine, or federal, state, or local governments shall use exclusively for public purposes any such assets not disposed of that shall be disposed of by the Superior Court of the county in which the principal office of The Way is then located, exclusively for such purposes or to such organization or organizations, such as said Court shall determine, which are organized and operated exclusively for such purposes, or the such governments for such purposes.

### **ARTICLE VIII INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil by reason of the fact that he or his testator is or was a Board of Trustees Member, Director, Officer, employee or agent of The Way, may be indemnified by The Way, and The Way may advance his/her related expenses, to the full extent permitted by law. The Way may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Board of Trustees Members.

### **ARTICLE IX AMENDMENTS**

The Board of Trustees may submit and propose changes to the Bylaws for consideration and comment. The Board of Trustees shall debate the proposed change at a regular or special Board of Trustees meeting. This Constitution may be amended by motions and a unanimous vote of the Board of Trustees present and voting, provided that the following procedure has been followed:

- A.** A Board of Trustees Member will Abstain through Abstention for any Conflict of Interest and Conscience as considered in Article III Section 10.
- B.** The proposed written amendment has been presented at a previous Board of Trustees meeting. The proposed written amendment has been mailed or made available to the Board of Trustees at least six (6) weeks before the meeting to act on the amendment.

**Signatures Page Below**

THE WAY CHRISTIAN FELLOWSHIP INC. (THE WAY)

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Signature

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Printed or Typed Name

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Title

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Date

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Signature

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Printed or Typed Name

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Title

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Date