

The Church at Brook Hills

Bylaws and Revised Articles of Incorporation

Article I NAME AND PRINCIPAL OFFICE

The name of this Corporation is The Church at Brook Hills. This Corporation may also hereinafter be further referred to in the Bylaws as “the Church.” The Church maintains its principal office at 3145 Brook Highland Parkway, Birmingham, Alabama 35242. These Amended and Restated Bylaws (these “Bylaws”) govern the affairs of The Church at Brook Hills, an Alabama non-profit corporation. The Church is organized under the Alabama Nonprofit Corporation Act, as amended (the “Act”), for Religious purposes. These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Alabama. The registered office is the Church’s principal office in Alabama at the address set forth above. Unless otherwise designated, the Secretary of the Board of Directors shall be the Registered Agent for the Church and a statement as required by law shall be filed with the probate judge.

Article II MEMBERSHIP AND PURPOSE

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. More particularly, the purpose of the Church is to glorify God by making disciples of all nations. Any person is qualified for full membership in The Church at Brook Hills upon his or her profession of saving faith in Jesus Christ, his or her identification with Christ and His Church through believer’s baptism, and upon completion of a membership class outlining the purpose, philosophy and ministry of the Church. Membership is removed upon request of the member, on behalf of the member by a church of like faith, by death, or by church discipline (Matt. 18; 1 Cor. 5:1-13). Matters of church discipline, including restoration to membership (2 Cor.2:7-8), shall be administered by The Church at Brook Hills Board of Directors.

Article III CHURCH LEADERSHIP

The Church leadership shall be comprised of the Elder Council, Ministerial Staff, and Deacons who shall be subject to appropriate background checks, in the same manner as would paid Church staff and volunteers under the current Child Protection First Policy. The Church Leadership will seek to make decisions by prayerful consensus. In all matters requiring action by the Elder Council, there shall be no less than a majority of the Elders voting in favor of the recommended action. The organizational changes set forth in these Revised and Restated Bylaws will become effective no later than February 1, 2007.

A. Elders

Responsibilities. Elders are called to serve and provide spiritual protection for the Church body and are accountable to the Church membership. The responsibility of Elders includes providing overall leadership to the Church in prayer, the ministry of the Word, and pastoral care. They are to set the example for all Church members by their obedience to the mission of Christ and His Church (Matthew 28:18-20; Acts 6:3-4; 20:28-31; 1 Corinthians. 4:14-16; 1 Timothy. 3:2, 5:17; Hebrews. 13:7, 17; 1 Peter. 5:1-4).

Qualifications. The Elders will be selected from the adult male membership of the Church as led by the Holy Spirit and affirmed by the congregation. An Elder must be a member of The Church at Brook Hills for at least four consecutive years preceding congregational affirmation and must have given evidence of spiritual maturity and service for an extended period of time. The qualifications for Elders are contained in Acts 14:23; 15; 20; 1 Timothy 3:1-7; 5:17-22; Titus 1:5-9; and 1 Peter 5:1-11.

Number and Term of Service. The Elder Council will consist of nine Elders, including the Senior Pastor. The Executive Pastor will serve as an ex-officio member of the Elder Council. Elders will serve on a rotating term of four years. Four Elders will rotate off the Elder Council every two years. Each year the Elders will select from its body a Chairman, a Vice-Chairman and a Secretary.

Selection. The selection of Elders will be carried out by an Elder Selection Team consisting of the Senior Pastor, an additional Elder, one Ministerial Staff member, one Deacon, and one member of the Church at large. The Elder Selection Team will include both male and female members.

The Elder Selection Team will receive nominations for new Elders from the Church membership. Prospective Elders will then complete a questionnaire and interview with the Elder Selection Team. As led by the Holy Spirit, the Elder Selection Team will present the proposed Elders to the Church not less than two weeks before the Church affirms them as Elders. Upon affirmation, the new Elders will serve in a mentoring capacity under the existing Elders before beginning their service as Elders.

Removal. An Elder may be removed from office by resignation or grievance. Where a grievance exists against an Elder due to his preaching or teaching contrary to Scripture or to alleged conduct on his part unfitting an Elder, such grievance may be brought before the Elder Council. If the remainder of the Elder Council, after thorough investigation and consideration, reaches consensus that the grievance is true and substantial, then the Elder may be removed from office by a consensus, but not less than two-thirds (2/3) vote of the remaining Elders.

B. Senior Pastor

Qualifications. The Senior Pastor is called by the membership to serve the Church as the “first among equals” on the Elder Council. While the Church does not establish a set age requirement for the man called to be the Senior Pastor, he must for an extended period of time prior to his calling give evidence of the spiritual maturity, service, devotional life and leadership ability that is demanded by this position. Prior attendance or service to the Church is not a qualification for this position.

Responsibilities. The primary responsibility of the Senior Pastor is to preach God’s Word and lead the Church to obey God’s Word.

Accountability and Succession. The Elders shall serve as a spiritual accountability group for the Senior Pastor. Upon the vacancy of a Senior Pastor, the Elders shall recommend to the Church for affirmation a Senior Pastor Search Team of at least seven (7) Church members to make recommendations to the Church regarding the potential calling of a Senior Pastor. The Senior Pastor Search Team shall consist of at least one (1) Elder selected by the Elders and shall include not less than three (3) at large church members. The composition of this team should be a reflection of the church in its age, race, and gender. The Search Team should also include at least one (1) member of the Personnel Ministry Team or a designee selected by them should none of the Personnel Ministry Team members be able to serve on the Senior Pastor Search Team.

Any candidate presented to the Church by the Senior Pastor Search Team must first receive approval by consensus of the Elders and then must receive approval by at least 90% of the Church membership present during what is recognized as the Church’s primary worship service(s) in order to be called as the Senior Pastor.

Removal. The Senior Pastor shall be subject to the same removal standards as Elders above. However, he may elect to appeal his removal utilizing the Christian Alternative Dispute Resolution set forth in Article VII.

C. Ministerial Staff

1. Executive Pastor

The Executive Pastor is called by the membership to serve the Church upon recommendation from the Elders in cooperation with the Personnel Ministry Team.

The man called to be the Executive Pastor must have, prior to his calling, given evidence of the spiritual maturity, service, devotional life, and leadership and administrative abilities that are demanded by this position. He must also meet and maintain the scriptural qualifications set forth for the Elders in Article IIIA.

The primary responsibilities of the Executive Pastor are to oversee the day-to-day operations and management of the Church—staff, buildings and grounds, and to assist the Elders in implementing the vision for the Church. The Executive Pastor is responsible to the Senior Pastor for supervision and accountability, and shall serve at the will of the Church and may be removed with or without cause, or notice, by the Senior Pastor with an affirming majority vote of the Elder Council.

2. Other Ministerial Staff

The Church shall also call forth such other Ministerial Staff as are needed to carry out the ministry of the Church. Those called to these positions must be approved by the Elders in cooperation with the Personnel Ministry Team before being brought to the Church for affirmation. Men and women serving on the Ministerial Staff must give evidence of spiritual maturity in their service and devotional life. They are responsible to their respective supervisors and/or the Executive Pastor for supervision and accountability, serve at the will of the Church and may be removed with or without cause, or notice, by the Senior Pastor with an affirming majority vote of the Elder Council.

The Elders in cooperation with the Personnel Ministry Team will determine the titles to be used (e.g., Minister, Pastor, Coordinator, etc.) for the different staff positions, will establish the criteria required for holding each position, and will designate such titles according to the experience and qualifications of staff in relation to the position and responsibilities held.

D. Deacons

In accordance with the meaning and practice of the New Testament Church, Deacons are to be leading servants in the church. Deacons are members of the Church responsible for supporting the Elders in the ministry of the Word, caring for the needs of the Church and community, and promoting the unity of the Church (Acts 6:1-6). The number of Deacons and their respective positions shall be determined by the Elders according to the needs of the Church and by the call and qualification of men and women in the church. The qualifications for deacons are outlined in 1 Tim. 3:8-12.

The Deacons shall include, but not be limited to, leaders of Ministry Teams established by the Elders to ensure the ongoing and effective ministry of the Church, both on and off the campus. Such leadership may include: administering aid to help the poor and needy in times of crisis and distress; assisting in the distribution of funds for the cross-cultural mission of the church; overseeing the greeting and welcoming ministries of the church; assisting in administering the ordinances of the Gospel; overseeing the care and maintenance of the Church properties; or administering the business affairs of the Church.

All current Ministry Teams will continue to serve the Church. The Board of Directors, by consensus, but with no less than a majority vote, shall have authority to develop a Ministry Teams Handbook, take action relative to the various Ministry Teams, the scope of their ministry, duration and operation.

Deacons are presented by the Elders to the Church for affirmation on, at least, an annual basis.

Removal. A Deacon is subject to removal by a consensus of the Elder Council, but no less than a majority vote.

Article IV THE BROOK HILLS BOARD OF DIRECTORS

The Board of Directors for the Church at Brook Hills shall consist of the Elder Council. The Church at Brook Hills Board of Directors heretofore and hereafter referred to as the Board shall be the Board of Directors pursuant to The Alabama Nonprofit Corporations Act. It shall be the duty of the Board to act as legal representatives of the Church and to take such actions and execute any documents necessary to accomplish the purpose of any matter authorized by the Church. Any such documents may only be executed by the Board of Directors. The Brook Hills Board of Directors shall exercise all powers of the Church except those reserved by law, the Articles of Incorporation, or these Bylaws to the membership of the Church.

A. Directors meetings

Regular Meetings. Directors meetings shall be scheduled to be held at the Church, or at other locations as the Board may select, at least on a monthly basis with at least 4 days prior notice, and may be held in person or by telephone or other electronic means so persons participating in the meeting can hear or understand one another.

Special Meetings. A special meeting of the Board may be called by the Senior Pastor or any three (3) Board Members upon 24 hours notice, and may be held in person or by telephone or other electronic means so persons participating in the meeting can hear or understand one another.

Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the Board members, individually, or collectively, consent in writing to the action, including electronic means. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Board.

B. Quorum

A majority of the Board shall constitute a quorum for the transaction of business or policy.

C. Officers

The officers of the Board shall be a Chairman, Vice-Chairman, and Secretary. All officers shall be elected by the Board and shall hold office until their successors are elected and qualified. Each officer shall perform such duties as usually devolve upon the office and other such duties as prescribed by the Bylaws or the Board. Election of the officers of the Church shall be held annually by the Board. Replacement of vacancies may be elected immediately by the Board. The Board of Directors may also appoint or elect such other officers as may be deemed appropriate and necessary.

D. Record Keeping

The Secretary of the Board of Directors shall keep the minutes of its meetings. Additionally the Secretary shall be responsible for overseeing and maintaining for the Church the following records: (1) changes in the membership of the congregation; (2) minutes of the meetings of the Church; (3) rolls of the members in the Church; (4) resolutions adopted by the Elder Council and Deacons; (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.

E. Establishment of Board Committees

The Board of Directors may establish by resolution committees consisting of two or more directors and grant them such authority to exercise powers not otherwise reserved by law exclusively to the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Church property, which includes the oversight but not the management of its operating budget's financial resources.

Article V MEETING OF MEMBERS

The meetings scheduled for conducting the business of the Church shall be known as Ministry Meetings and are called by the Senior Pastor and/or the Board and held on the Church premises at least on an annual basis on a Sunday in December each year. Failure to hold the annual meeting at the designated time shall not effect the continued operation of the Church. Notification of any meetings shall be written or oral and not less than fourteen (14) days prior to the proposed meeting. A quorum shall consist of not less than five percent (5%) of the Church membership. Ministry Meetings shall be held where members shall vote on any of the following matters: the Annual Church Ministry Investment Budget, the calling of a Senior Pastor, the calling of certain Ministerial Staff, amendments to the Articles of Incorporation or Bylaws of the Church, the affirming of Elders, the merger or dissolution of the Church, the disposition of all or substantially all the assets of the Church, and the purchase of real estate, or non-budgeted capital improvements greater than 5% of the annual Church budget.

Other matters of concern to the Church may, from time to time, be brought before the Church for a vote. Before any matter is brought before the Church for open discussion and a vote it must first be addressed by the appropriate Ministry Team and the Board. Any new item brought up will be referred to the appropriate Ministry Team to bring a recommendation to the Board for action. The Board shall then act upon the matter within a reasonable time. Any matter not resolved by the Board is then a proper subject for transaction at a regular or specially called Ministry Meeting of the Church. The Church at large may call a Specially Called Ministry Meeting with a fifty percent (50%) vote of the members whose names appear on the rolls of the Church.

Article VI PROCESS FOR CHANGING LEGAL DOCUMENTATION

Changes in these Bylaws or in the Articles of Incorporation shall be made by a two-thirds (2/3) affirmative vote of the Church members present at what is recognized as a regular primary worship service (which business meeting shall be identified as a Ministry Meeting) with the following provisions:

The proposed change(s) shall be published and distributed to the membership at least fourteen (14) days prior to the Ministry Meeting at which a vote is to be held.

Article VII CHRISTIAN ALTERNATIVE DISPUTE RESOLUTION

The Church believes that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian church (see Matthew 18:15-20; 1 Corinthians 6:1-8). Therefore, the Church strongly encourages that any claim or dispute by or against the Board of Directors, Elder Council, Deacons, Ministers, Staff, employees, agents of the Church, volunteers, church members or their families, or vendors be resolved by biblically-based conciliation and, if necessary, arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation (a complete text of the Rules is available at <http://www.hispeace.org/html/geticrul.htm>), or any similar Christian based dispute resolution program adopted by the Elder Council. The mediation, conciliation, and arbitration process is 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.

Article VIII RULES OF ORDER

Except where the Bylaws state otherwise, Robert's Rules of Order, Revised, shall be the accepted pattern for the transaction of the business of the Church. The spirit of God's laws and the attitude of Christ's love will always supersede and have right of way to the technicality or formalities so long as the ethical integrity and spiritual harmony of God's Holy Word is not in jeopardy nor compromised. So may it ever be.

Article IX ADOPTION OF BYLAWS

These Bylaws are hereby adopted in lieu of and to supersede and take precedence over any previously existing Rules or Bylaws or any conflicting minutes of the Church, or any traditional/historical procedure or policy of the church and shall become effective on the date of adoption or as stipulated. Nothing herein shall be construed to affect the validity of any previous financial obligation of The Church at Brook Hills.

AMENDED ARTICLES OF INCORPORATION OF THE CHURCH AT BROOK HILLS

Preamble

Know All Men By These Presents:

For the purpose of making these amendments, the body of the church met on August 20, 2006, at which time there was a quorum present for conducting business. These amendments received a one hundred percent favorable vote of the votes entitled to be cast by members present at the meeting. Only the following Articles are hereby amended:

Article I. Name And Location

This Corporation was officially incorporated on May 31, 1990 and was recorded in Book 041, page 788, in the Office of the Judge of Probate of Shelby County, Alabama. The name of the corporation "Brook Hills Baptist Church" was changed to "The Church at Brook Hills," and other amendments were made in 1997, recorded as Instrument number 1997-31966 in the Office of the Judge of Probate of Shelby County, Alabama. The church address is 3145 Brook Highland Parkway, Birmingham, Alabama, 35242. The mailing address is P.O. Box 380543, Birmingham, Alabama 35238-0543.

Article VI. Membership Of The Board Of Directors

Article VI is changed to read as follows: The Board of Directors shall be composed of the Elder Council, composed of eight (8) Elders and a Senior Pastor (total of 9), who are chosen by the church body in accordance with the church bylaws as from time to time amended.

Article VII. Church Conference (Business Meeting)

The name of the church business meeting shall be called "MINISTRY MEETING" and shall occur annually in the month of December in accordance with the church bylaws as from time to time amended.

Article X. Elections

Paragraph # 3 in Article X is hereby amended to read as follows: Members of the Board of Directors are to serve for a rotating term of four (4) years or until such time as they are removed pursuant to the bylaws of the corporation as they may be amended from time to time.

Article XI. Church Year

Article XI is hereby amended to read as follows: The church year shall extend from the first day of January through the end of December for a period of twelve (12) months.