

AMENDED & RESTATED BYLAWS OF
ST. PAUL COMMUNITY BAPTIST CHURCH, INC.

*A New York Religious Corporation existing in according with Article 7 of the
Religious Corporations Law of the State of New York*

Article I. NAME

Section 1.01 The organization was originally incorporated on January 3, 1930, with the name St. Paul Community Baptist Church (the “Original Name”). On February 1, 1985, with an amendment to the Certificate of Incorporation the Original Name was changed to The Saint Paul Community Baptist Church, Inc. and subsequently, the organization’s name was changed to Saint Paul Community Baptist Church, Inc. on February 5, 1999, and on December __, 2024, it was further changed to **St. Paul Community Baptist Church, Inc.**

Copies of the organization’s Certificate of Incorporation, dated December 30, 1929, First Amendment to the Certificate of Incorporation, dated January 30, 1985, Second Amendment to the Certificate of Incorporation, dated January 29, 1999, and Third Amendment to the Certificate of Incorporation, dated December __, 2024, are annexed to these Amended & Restated Bylaws as Exhibit A.

Article II. ORGANIZATION

Section 2.01 Purpose. St. Paul Community Baptist Church, Inc. (hereinafter referred to as the “Church”) is organized exclusively for charitable, religious, and educational purposes, including all purposes as listed on the Certificate of Incorporation, and as amended by the First Amendment to the Certificate of Incorporation, the Second Amendment to the Certificate of Incorporation, and the Third Amendment to the Certificate of Incorporation. Supplementing the purposes set forth therein, the Church shall also include, but not be limited to, the following:

- (a) To follow in the way of Jesus, fully affirming our African cultural and spiritual heritage.
- (b) To show God’s love through action by advocating and caring for the most vulnerable among us. To provide community improvement, spiritual enlightenment and contribute to the building of God’s Kingdom on earth for all people.
- (c) To be wise stewards of our capital, financial, cultural, human and spiritual resources, to co-create liberated spaces with and for our people. To provide acts of charity through benevolent actions of gifts and sharing.
- (d) To teach, preach, and practice Ministry in community through integration of leadership from youths, and elders alike.

Section 2.02 The Church shall operate as a church consistent with the laws of the City and State of New York and the United States Government, including the

Internal Revenue Code and corresponding sections of any future federal tax code. The Holy Scripture shall be used as a primary guide. Obedience to these laws shall be carried out in the spirit of Christian unity.

Section 2.03 The ordinances of the Church, in accordance with the teachings of the Holy Scriptures and the tenets of Baptist doctrine, shall be partaking of the Lord's Supper, hereinafter referred to as Communion, Baptism by immersion. Communion services will be held at any time at the discretion of the Pastor and Council of Governing Elders.

Section 2.04 Location. The principal office of the Church shall be located in county noted on the Third Amendment to the Certificate of Incorporation. The Church may have such other offices, either within or without the State of New York, as the Board of Trustees may determine.

Article III. CHURCH MEMBERSHIP

Section 3.01 Membership. The membership of the Church shall be those in good and regular standing by admission into full communion or membership as determined by the Pastor, Chair, and/or Secretary.

Section 3.02 General Duties of Members.

- (a) The responsibility of each member is to grow in the way of Christ through scriptural knowledge and meaningful stewardship of their gifts, talents, and resources for the enhancement of God's kingdom.
- (b) Members in good standing will strive to keep the obligations outlined in the Church Covenant as follows:

CHURCH COVENANT

Having been led, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our Savior; and on the profession of our faith, having been baptized in the name of the Father, and the Son, and the Holy Spirit, we do now in the presence of God, angels and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church in knowledge and holiness; to give it a place in our affections, prayers and services above every organization of human origin; to sustain its worship, ordinances, discipline and doctrine; to contribute cheerfully and regularly as God has prospered us, towards its expenses, for the support of a faithful and evangelical ministry among us, the relief of the poor and the

spread of the Gospel throughout the world. In case of difference of opinion in the church, we will strive to avoid a contentious spirit, by cheerfully recognizing the right of the Council of Governing Elders to rule.

We also engage to maintain family and secret devotion; to study diligently the word of God; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be kind and just to those in our employ, and faithful in the services we promise others; endeavoring in the purity of heart and good will towards all to exemplify and commend our holy faith.

We further engage to watch over, to pray for to exhort and stir up each other unto every good word and work; to guard each other's reputation, not needlessly exposing the infirmities of others; to participate in each other's joys and with tender sympathy bear on another's burdens and sorrow; to cultivate Christian courtesy; to be slow to give or take offence, but always ready for reconciliation, being mindful of the rules of the Savior in the eighteenth chapter of Matthew, to secure it without delay; and through life, amid evil report, and good report, to seek to the live to glory of God, who hath called us out of darkness into his marvelous light.

- (c) It is the duty of each member to regularly observe Church and religious services.
- (d) Each member shall give to the support of the church regularly. The Bible way of giving is through tithes and offerings (Genesis 28:20; Leviticus 27:30- 34; Numbers 18:25-26; Malachi 3:5-1-; I Corinthians 16:2; II Corinthians 9:7.).
- (e) Members are to be faithful in their observance of Communion.
- (f) No member out of fellowship or not in good financial standing (good financial standing being regular observance of the tithing principle; see "d" above for scriptural references) shall be allowed to hold an office in the Church.
- (g) Members are in good standing having completed the New Member Orientation and are in good financial standing as set forth in the above section "d".
- (h) Members in good standing are afforded voting privileges in the forums herein described.

Section 3.03 Reception of Members.

- (a) Any person professing faith in the Lord Jesus Christ, giving evidence of a

change of heart and adopting the views of faith and practice held by the Holy Bible, and willing to follow the rules and regulations of the Church may, upon baptism, be received into the Church's membership.

- (b) Members duly baptized at another church which hold the views of faith and practice of our Lord and Savior Jesus Christ may be received by letter of recommendation and/or on their Christian experience.
- (c) All new members will complete a New Member Orientation class prior to becoming recognized as fully received member of this congregation.
- (d) Anyone who has prayed to receive Jesus Christ into their life and seeks fellowship with this congregation but is reluctant to change historical/traditional denominations or who is temporarily a resident in the area may be received under the status of Watch Care.

Section 3.04 Removal of Membership.

- (a) Letter of Discharge/Release. Members in good standing may, upon application, be discharged and/or released to unite with another church. All such letters shall be sent by the Church, signed by the Pastor. Any member granted a letter shall thereafter cease to be a member of the Church.
- (b) By Exclusion. When a member has been inactive for a period of one (1) year without manifesting any interest in attending services, without communicating with the Church or contributing to its support, such member shall not be counted or reported as a member.
- (c) Should a person commit an evident breach of the duties aforementioned in the Church Covenant, then such person shall be brought before the Council of Governing Elders.
- (d) Deceased members' names shall be removed from the membership list in a timely fashion by the Secretary.

Section 3.05 Annual and Special Meetings.

- (a) The annual corporate meeting of the members shall be held on the Monday following the second Sunday in the month of November, or shortly thereafter, at a time and place to be fixed by the Board of Trustees. The purpose of the annual meeting of the members is to receive the various annual reports, along with the planning and discussion of necessary business, financial matters and any and all other issues vital and essential to the life and efforts of the Church.
- (b) A special corporate meeting of the members may be called by the Board of Trustees thereof, on its own motion or on the written request of at least ten (10) qualified members of the Church.

- (c) Meetings may be held electronically, as permitted by New York State Law. Only members in good standing in accordance with these bylaws shall be allowed to participate.
- (d) There shall be elected at said meeting from the members in good standing then present, a presiding officer, a clerk to keep the records of the proceedings of the meeting and two inspectors of election to receive the ballots cast.

Section 3.06 Notice. The Board of Trustees shall cause notice of the time and place of its annual corporate meeting, therein specifying the names of any Trustees, whose successors are to be elected thereat, and, if a special meeting, specifying the business to be transacted thereat, to be given at a regular meeting of the Church for public worship, at morning service, if such service be held, on each of the two (2) successive Sundays next preceding such meeting, if Sunday be the regular day for such public worship, and public worship be had thereon, or otherwise at a regular meeting of the Church for public worship on each of two (2) days, at least one (1) week apart, next preceding such meeting, or if no such public worship be held during such period, by conspicuously posting such notice, in writing, upon the outer entrance to the principal place of worship of the Church. Such notice shall be given by the Pastor, if there be one, or if not, by the officiating pastor, if there be one, or if not, or if any such pastor refuses to give such notice, by any officer of the Church.

Section 3.07 Quorum. No less than six (6) members of the Church qualified to vote shall be required for quorum of the meeting of the members to conduct business. All matters before the members of the Church shall be decided by a two-thirds (2/3) majority vote of the members present and qualified to vote.

Article IV. THE PASTOR

Section 4.01 Role. The minister who controls of all ecclesiastical matters and provides leadership in executing the vision of the ministry shall be the "Pastor". The Pastor shall be the titular head of the Church in all of its religious activities. The Pastor shall be recognized as the official head Elder when the Council of the Governing Elders is not together in session as an official decision-making entity, and legal representative of the Church when the Board of Trustees is not together, or the Church body is not together in session as a worshiping unit. The Pastor shall be recognized as ex-officio non-voting member of all boards, committees, auxiliaries and other organizations of the Church, except with the Council of the Governing Elders where the Pastor shall be recognized as ex-officio voting member. The responsibilities of the Pastor shall include, but not be limited to:

- (a) Lead the Church;
- (b) Preach the Gospel of Jesus Christ that all may hear;
- (c) Administer the Holy Sacraments;
- (d) Conduct all public and private religious services, unless otherwise delegated;
- (e) Direct the spiritual welfare of the Church;

- (f) Supervise all outreach ministries;
- (g) Have charge of the administration of all of the affairs of the Church and make all final and binding decisions, as delegated by the Board of Trustees;
- (h) Appoint or designate committees for the enhancement of the Church, special projects and/or special events;
- (i) Shall preside at all church meetings, unless otherwise delegated; and
- (j) Hire and terminate all personnel.

Section 4.02 Appointment. The Pastor shall be called for an indefinite period of time. A two-thirds (2/3) majority vote of the members present and qualified to vote at a duly called meeting shall be necessary for the choice of a Pastor.

- (a) **Salary and Benefits.** The Pastor's salary shall be fixed at the time of the call and is to be adjusted annually by the cost-of-living index. The Pastor's salary shall be paid in bi-weekly installments. The Church shall also provide proper medical insurance coverage and a housing allowance for the Pastor. The Pastor shall be entitled to an annual vacation of one (1) month with full salary. Any other terms and conditions of employment of the Pastor may be governed by a separate agreement between the Pastor and the Board of Trustees except that the Board of Trustees shall have no authority to adjust the Pastor's salary beyond cost-of-living index adjustment without the approval of the members in good standing.
- (b) If during the Pastor's employment there is an adjustment to the Pastor's salary beyond the previously approved salary, then the Council of the Governing Elders shall establish a temporary ad-hoc Compensation Committee to research and re-negotiate the salary with the Pastor. Once the new salary is negotiated with the Pastor, then the Compensation Committee shall recommend same to the members for approval the adjusted the Pastor's salary.
- (c) In order that the Pastor may continue to grow and mature and be fresh for leadership, the Pastor should have the privilege to travel to conferences and conventions of the Pastor's choosing that the Pastor might maintain a global appeal; provided that the Pastor limits the travel expenses to the budgeted amount that the Church approves as part of its annual budget process, such expenses should be absorbed by the Church.

Section 4.03 Dismissal. Except where a contract expressly provides otherwise, the Church or the Pastor must give three (3) months' notice to terminate or otherwise change the employment of the Pastor. It shall require a two-thirds (2/3) majority vote of the members present and qualified to vote at a meeting duly called in accordance with the specifications of this instrument to secure the dismissal of the Pastor or to terminate the Pastor, except where a contract to the contrary expressly provides. No group or individual segment of the church body (for example, the Council of the Governing Elders or the Board of Trustees) has the authority to call or to dismiss the Pastor without a legally called annual or special meeting of the

members.

Section 4.04 Vacancy of Pastor. In the event of the death or termination of the Pastor, the Church is to become the responsibility of the Council of Governing Elders. The Council of Governing of Elders shall promptly convene a meeting of the members for the purpose of informing the congregation of necessary steps to replace the Pastor:

- (a) The Council of the Governing Elders shall establish a temporary ad-hoc Search Committee to search out, interview and be responsible for candidates. The Search Committee shall request full information about the record and qualifications of those persons whose names are submitted for church consideration, and the candidates shall thereafter be brought before the members to hear, observe, review and evaluate to make the best, Spirit-led and prayerfully considered choice.
- (b) The Church led by the Council of Governing Elders must go down in prayer and ask the Holy Spirit to lead and direct the search of an Undershepherd.
- (c) The members shall in accordance with the guidelines herein shall select a Pastor.

Article V. THE COUNCIL OF GOVERNING ELDERS

Section 5.01 Role. The Council of Governing Elders shall assist the Pastor.

- (a) It shall be the duty of the Council of Governing Elders to cooperate with and assist the Pastor in spiritual matters according to the way the Scriptures direct. The Council of Governing Elders should assist in advancing the general welfare of the Church, including visit the sick, prepare and distribute Communion, and appropriate and distribute money for the relief of the poor and sick members. The Council of Governing Elders shall assist the Pastor in any and all other acts as may be directed by the Holy Scripture and/or may be directed by the Holy Spirit.

Section 5.02 Appointment. Prospective Elders shall be nominated by a majority vote of the existing Elders on the Council of Governing Elders, interviewed by the same, and submitted for training. All nominee for Elder training shall study and train for at least two (2) years before being consecrated to the Council of Governing Elders. Upon completion of training, the Council of Governing Elders shall vote again by means of majority vote to confirm the nominee for consecration and presentation before the members of the Church. Only Elders consecrated may act as a voting Elder of the Council of Governing Elders.

Section 5.03 Once consecrated to the Council of Governing Elders, each Elder shall remain on the Council of Governing Elders unless: (i) the individual ceases to be a member of the Church, or (ii) it is determined by the Pastor, based on a

recommendation by the remaining Elders on the Council of Governing Elders that a certain Elder is no longer active. Members of the Council of Governing Elders must be a member of the Church, and must attend 50% of all standing meetings, and attend 50% of all called meetings.

- (a) Elders may voluntarily nominate themselves to become inactive by providing a written request to the Pastor and their fellow Elders to be made inactive.
- (b) Any Elder who ceases to be a member of the Church or is determined to be inactive, shall lose voting privileges as an Elder on the Council of Governing Elders, and shall be known as an “Inactive Elder” with no voting privileges and may not attend any standing meetings. Inactive Elders shall be removed from any email list.

Section 5.04 Quorum. A simple majority of the whole number of Elders on the Council of Governing Elders shall constitute a quorum for the Council of Governing Elders, and meetings may be held electronically, as permitted by New York State Law. A meeting of the Council of Governing Elders shall be summoned by the Convenors, as elected by the Council of Governing Elders, and dismissed by a motion before the Council of Governing Elders. The Elders on the Council of Governing Elders shall act jointly as a council and not severally as individuals. All matters before the Council of Governing Elders shall be decided by a two-third (2/3) vote of the Elders present in the affirmative. Decisions made by in accordance with the foregoing shall be consider an act of the entirety of the Council of Governing Elders.

Section 5.05 Elders should attend meetings of the Council of Governing Elders consistently, attentively and prayerfully to ensure that God’s work is properly carried out through the Church. Unless otherwise set forth herein, all meetings shall be conducted in accordance with Robert’s Rules of Order.

Article VI. THE BOARD OF TRUSTEES AND CORPORATE OFFICERS

Section 6.01 Role. The Board of Trustees and its Officers shall:

- (a) assist the Pastor and the Council of Governing Elders in connecting people to a life changing relationship with Christ to transform the world;
- (b) act as legal representatives of the Church and to take such actions and execute any documents necessary to accomplish the purpose of any matter which concerns any real, personal, or intangible property of the Church;
- (c) attend to all financial matters of the Church, and safeguard and approve changes in the assets, and be certain that sufficient assets are maintained for the timely fulfillment of the Church’s soul winning mission; and
- (d) be responsible for all property belonging to the Church and shall take all

necessary measures for its protection, management and upkeep.

Section 6.02 Number & Term. The number of Trustees with voting rights on the Board of Trustees shall be no less than six (6) nor more than eighteen (18), the Board of Trustees shall be apportioned into three (3) equal classes at the Annual Meeting of the members for a term of three (3) years so that one-third (1/3) of the Trustees on the Board of Trustees expires annually. The term of the Trustee shall begin immediately upon their election and expire upon the election of the new replacement Trustee.

Section 6.03 Meetings. Meetings of the Board of Trustees shall be called upon at least twenty-four (24) hour notice. Said notice shall be given either personally or by e-mail to all the Trustees. Notwithstanding the above, no prior notice is necessary if there is unanimous consent of all the Trustees to call a meeting.

Section 6.04 Quorum. A simple majority of the whole number of Trustees on the Board of Trustees shall constitute a quorum for the Board of Trustees, and meetings may be held electronically, as permitted by New York State Law. The Board of Trustees shall act jointly as a board and not severally as individuals. All matters before the Board of Trustees shall be decided by a two-third (2/3) vote of the Trustees present in the affirmative. Decisions made in accordance with the foregoing shall be consider an act of the entirety of the Board of Trustees.

Section 6.05 Nominations. In advance of the annual meeting of the members, prospective Trustees shall be recommended by the Pastor and the existing Board of Trustees to the Council of Governing Elders. Recommendations from the Pastor and existing Board of Trustees for new Trustees will be received by the Council of Governing Elders with the understanding that an interview process take place in light of the position being as delicate and responsible as it is. This interview process shall involve the presentation of a resume, interviews with the Pastor and a designee from the Council of Governing Elders. If approval is received by both the Pastor and the designee from the Council of Governing Elders, then the prospective Trustees will be presented to the members for election. Notice of the list of nominees shall be provided to the Secretary no sooner than seven (7) days prior to the annual meeting of the members.

Section 6.06 Qualifications. All Trustees and Officers must be: (i) 18 years of age or older, (ii) a member of the Church and in good standing with the Church, and (iii) baptized in accordance with the religious doctrine and practices of the Church. Trustees are required to discharge their duties in good faith and with that degree of diligence, care, good skill and prudence which Christian people would ordinarily exercise in a similar circumstance and in like positions.

Section 6.07 Officers. Following the election of the Trustees at the annual meeting of the members, the Board of Trustees will elect or appoint the Officers of the Church from the Trustees on the Board of Trustees for a term of one (1) year. The Officers of the Church shall be the Chair, Secretary, and Treasurer. The Board

of Trustees may appoint any other such other Officers as the Board of Trustees feel necessary from time to time. The Chair will serve as the President of the corporation and in no event shall the Chair and Secretary of the corporation be held by the same person.

Section 6.08 Fiscal Year. The Board of Trustees shall determine the fiscal year of the Church, and in the event such fiscal calendar is not set it shall be July 1 through June 30.

Section 6.09 Restrictions. The Board of Trustees shall have no power to settle or remove the Pastor, a minister or to fix their salary or, without the consent of the members, to incur debts beyond what is necessary for the administration of the temporal affairs of the Church and for the care of the property of the Church; or to fix or change the time, nature or order of the public or social worship.

Section 6.10 Vacancy. If any Trustee of the Church declines to act, resigns or dies, or ceases to be a member of the Church, the position shall be vacant, and such vacancy may be filled by the remaining Trustees on the Board of Trustees, with the approval of Pastor and a designee from the Council of Elders, until the next annual meeting of the members, at which meeting the vacancy shall be filled for the unexpired term.

Section 6.11 Liability. To the fullest extent permitted by the applicable state law, as now in effect and as amended from time to time, Trustee, or an officer of the Church shall not be personally liable for monetary damages for any action taken or failure to take.

Article VII. CONFLICT OF INTEREST & WHISTLEBLOWER POLICY

Section 7.01 The Board of Trustees shall adopt a Conflict of Interest Policy consistent with the requirements of laws of the City and State of New York and the United States Government timely after its formation and shall review such policies annually.

Section 7.02 Each trustee, officer, or key person¹ of the Church shall be required to complete a conflict of interest disclosure form annually and as otherwise might be provided in the conflict of interest policy adopted by the Board of Trustees.

Article VIII. DISSOLUTION

Section 8.01 In the event of dissolution of the Church, all assets both real and personal shall be distributed to such organizations as are qualified under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code.

¹ A "key person" is understood to mean an individual, whether or not employed by the corporation, that manages a substantial part of the corporation's activities, assets or finances, or has a role in controlling a substantial part of its capital expenditures or budget.

Article IX. AMENDMENT

Section 9.01 These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds (2/3) majority vote of the members present and qualified to vote at a duly called meeting, upon the recommendation of the Board of Trustees, the Council of Governing Elders and the Pastor.

Date Duly Adopted: December ____, 2024