

AMENDED AND RESTATED BYLAWS
OF
FRIENDSHIP BAPTIST CHURCH OF PRIOR LAKE, MINNESOTA

ARTICLE ONE

OFFICES

Section 1. Registered Office. The registered office of the corporation, which shall be its principal office, shall be located in the State of Minnesota. The location of the registered office shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Trustees of this corporation changing the registered office.

Section 2. Other Offices. The corporation may have such other offices, either within or without the State of Minnesota, as the Board of Trustees may from time to time determine.

ARTICLE TWO

MEMBERS

Section 1. Members. The members of this corporation shall be confirmed by a majority vote of the Board of Trustees, after recommendation by an Elder or Pastor. The members shall have voting rights on the following: election of members to Board of Trustees; approval of purchase or sale of real property; final approval of annual budget as presented to the members at a regular meeting of the members; final approval of hiring lead pastor; and final approval of termination of lead pastor.

Section 2. Employment of Lead Pastor. Members must approve of the hire or termination of the lead pastor by a two-thirds (2/3) vote of members present at a special meeting of the members. One-half (1/2) of all the members shall constitute a quorum for a special meeting of the members called for the purpose of hiring or terminating the lead pastor. If a quorum of the members is not present at any meeting, a majority of the members present may adjourn the meeting without further notice.

Section 3. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 4. **Number and Qualifications.** The number of members is unlimited. Each member must be a natural person at least 16 years of age who are followers of Jesus Christ. Each member must whole-heartedly agree with the corporation's statement of faith and disciplinary procedures. The Board of Trustees may specify further qualification requirements of members.

Section 5. **Removal of Member.** Any member's membership may be dissolved by the Board of Trustees, but only after the member is put on "inactive" status for 12 months and, if possible, notified of such inactive status, or, in the event a member is conducting himself or herself in a manner inconsistent with the principles of the corporation (e.g. sins of human character bringing reproach to God's kingdom or name - I Corinthians 5:11, sins of divisiveness bringing confusions and disruption to the body - Romans 16:17 and I Corinthians 12:25-26, or signs that promote false doctrine - II Peter 2:1-3) the Board of Trustees may dissolve a membership without notice if Christian fellowship cannot be restored.

Section 6. **Resignation.** A member may voluntarily resign as a member at an time. A member's membership is automatically dissolved upon joining another church or upon death.

Section 7. **Regular Meetings.** A regular meeting of the members shall be held at the corporation's principal office in the fourth calendar quarter of each year, for the purpose of the transaction of such business as may come before the meeting.

Section 8. **Special Meetings.** Special meetings of the members may be called by or at the request of the Board of Trustees, and shall be held at the principal office of the corporation or at such other place as the Trustees may determine.

Section 9. **Notice.** Notice of any special meeting of the members shall be sent to each member via e-mail, facsimile or U.S. Mail, addressed to such member's address as shown by the records of the corporation, or delivered personally at least fifteen (15) days prior to the day in which the meeting is to be held. The notice shall state the time and place of the meeting, but need not state the purposes for such meeting unless specifically required by law or by these Bylaws. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need

not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 10. **Organization.** A chairperson shall be chosen by a majority of the members present at the annual meeting and shall preside at the meeting. The Secretary of the corporation or, in the Secretary's absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.

Section 11. **Quorum.** Except as otherwise required by law or by these Bylaws, one-fifth (1/5) of the members shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum of the members is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE THREE

BOARD OF TRUSTEES

Section 1. **General Powers.** The property, business and affairs of the corporation shall be managed by its Board of Directors, known as Trustees. The Board of Trustees shall have voting rights on all business decisions, including but not limited to: termination of employment (except for lead pastor, which termination requires member approval pursuant to Article 2 herein); hiring (except for lead pastor, which hiring requires member approval pursuant to Article 2 herein); disciplinary action of members and employees; and nomination of elders and members.

Section 2. **Number and Qualifications.** The number of Trustees shall be seven. The number of Trustees may be increased or decreased by the Board of Trustees at its discretion. Each Trustee must be an adult natural person of good moral character who is a follower of Jesus Christ and subscribes to the principles and policies of the corporation. Trustees need not be residents of the State of Minnesota. Trustees must be members and meet the qualifications in I Timothy 3:8-13. Employees of the corporation, or spouses of employees, may not be Trustees.

Section 3. **Nomination and Election of Trustees.** Nominations for membership to the Board of Trustees shall be made by the Nominating Committee. Members shall elect by majority vote the Board of Trustees.

Section 4. **Term of Office.** The Trustees shall be elected for staggered two (2) year terms, with the terms of one-half (1/2) of the Trustees ending each year. A Trustee shall serve for no more than five (5) consecutive full terms.

Section 5. **Removal of Trustee.** Any Trustee may be removed, with or without cause, by the Board of Trustees, but only after giving the Trustee a right to be heard at a hearing, only by affirmative vote of two-thirds (2/3) of all Trustees of the Board of Trustees, excluding any Trustee subject to this termination hearing, and only upon a determination of the remaining two-thirds (2/3) of all members of the Board of Trustees that continuation of the Trusteeship in question would be detrimental to the best interests of the corporation. Such termination shall be effective immediately upon completion of the required vote.

Section 6. **Resignation.** Any Trustee of the corporation may resign from the Board of Trustees at any time by giving written notice of resignation delivered or mailed to the President or to the Secretary of the corporation. A resignation of any Trustee shall be effective at the time specified in the resignation or, if no time is specified in the resignation, upon receipt of the resignation by the officer of the corporation to whom such written notice of resignation is given. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **Vacancies.** Any vacancy in the Board of Trustees caused by death, resignation, removal, an increase in the number of Trustees or any other cause, shall be filled by the Board of Trustees, upon receipt of nominations from the Nominating Committee. Each Trustee appointed to fill a vacancy shall hold office until the annual meeting of the Board of Trustees in the year designated by the Board of Trustee, unless sooner displaced.

Section 8. **Regular Meetings.** A regular meeting of the Board of Trustees shall be held at a place to be determined by the Board in the fourth calendar quarter of each year, for the purpose of the transaction of such business as may come before the meeting. The Board of Trustees may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation to the contrary in the resolution.

Section 9. **Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees, and shall be held at the principal office of the corporation or at such other place as the Trustees may determine.

Section 10. **Notice.** Notice of any special meeting of the Board of Trustees shall be sent to each Trustee via e-mail, facsimile or U.S. Mail, addressed to such Trustee's address as shown by the records of the corporation, or delivered personally at least thirty (30) days prior to the day in which the meeting is to be held. The notice shall state the time and place of the meeting, but need not state the purposes for such meeting unless specifically required by law or by these Bylaws. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 11. **Organization.** A chairperson, other than the President, shall be chosen by a majority of the Trustees present, at the annual meeting and shall preside at each meeting. The Secretary of the corporation or, in the Secretary's absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.

Section 12. **Quorum.** Except as otherwise required by law or by these Bylaws, two-thirds (2/3) of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum of the Trustees is not present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 13. **Board Decisions.** The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

Section 14. **Action in Writing.** Any action required or permitted to be taken by the Board of Trustees of this corporation may be taken without a meeting by written action signed by a quorum of the Trustees. Any action which could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in writing signed by all of the Trustees.

Section 15. **Compensation.** Trustees as such shall not receive any stated salaries for their service.

ARTICLE FOUR

OFFICERS

Section 1. **Officers.** The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except those of President and Vice President and those of President and Secretary.

Section 2. **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until such officer's successor has been duly elected and qualified.

Section 3. **Resignations.** Any officer may resign at any time by giving written notice of resignation to the Board of Trustees, the President, or the Secretary of the corporation. The resignation of an officer shall take effect at the time specified in the resignation or, if no time is specified in the resignation, upon receipt of the resignation by the Board of Trustees, President or Secretary of the corporation. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary to make it effective.

Section 4. **Removal.** Any officer elected or appointed by the Board of Trustees may be removed with or without cause, and with or without notice and opportunity to be heard, by a majority vote of the total number of the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby. The vote to remove an officer may be made at any regular or special meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Trustees of the corporation shall be present at the meeting. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or other cause, shall be filled by the Board of Trustees for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6. **President.** The President shall be the principal executive officer of the corporation and shall in general manage, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Trustees until the Board elects a chairman which shall be other than the President. The President shall see that orders and resolutions of the Board of Trustees are carried into effect. The President, or any other proper officer of the corporation authorized by the Board of Trustees, may sign any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the corporation. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7. **Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform 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. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Trustees.

Section 8. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; keep accurate financial records for the corporation; upon request provide the President and the Board of Trustees an account of transactions by the Treasurer and of the financial condition of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of and to the credit of the corporation in such depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties as from time to time may be assigned to the Treasurer by the President or by the Board of Trustees.

Section 9. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices

are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the address of each Trustee which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Trustees.

Section 10. **Other Officers, Agents and Employees.** The corporation may have such other officers, agents and employees as may be deemed necessary by the Board of Trustees. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Trustees.

Section 11. **Bond.** The Board of Trustees of the corporation shall from time to time determine which, if any, officers of the corporation shall be bonded and the amount of each bond.

ARTICLE FIVE

COMMITTEES

Section 1. **Committees of Trustees.** The Board of Trustees, by resolution adopted by a majority of the Trustees, may designate one or more committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or such Trustee by law.

Section 2. **Other Committees.** Other committees which shall not have or exercise the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any committee member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. **Nominating Committee.** The members shall, by majority vote of a quorum, appoint three members from the Prior Lake campus, three members from the Shakopee campus and one Trustee to the Nominating Committee for a one-year term to serve no more than two consecutive terms. The Trustee appointed to the Nominating Committee shall chair the Committee meetings. The Nominating Committee shall convene at the request of the Board of Trustees to nominate persons for vacancies on the Board of Trustees or to nominate persons for a Calling Team in a search for a lead pastor.

Section 4. **Calling Team.** Upon request of the Board of Trustees, the Nominating Committee shall, by majority vote, present at least five members from the Shakopee campus and five members from the Prior Lake campus to the membership for consideration to be elected to the Calling Team. The membership shall elect three members from each campus to the Calling Team. In addition, the Board of Trustees shall appoint one Trustee to the Calling Team and elders shall appoint two elders to the Calling Team. One of the two elders appointed to the Calling Team shall chair the meetings. The Calling Team shall, at its meetings, recommend to the members potential candidates for Lead Pastor.

ARTICLE SIX

PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Revised, shall govern the deliberations at meetings of the members, Board of Trustees and committees except insofar as they may have been modified by the specific provisions of the Articles of Incorporation, of the Bylaws of the corporation, or by specific resolution adopted by its members or its Trustees.

ARTICLE SEVEN

CONTRACTS AND FINANCIAL MATTERS

Section 1. **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. **Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Trustee or Trustees, officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by any officer of the corporation.

Section 3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. **Gifts.** The Board of Trustees and officers may accept or reject on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

Section 5. **Accounting System and Audit.** The Board of Trustees shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate account system for the corporation. The Board of Trustees shall cause the records and books of account of the corporation to be audited at such times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

Section 6. **Compensation.** The Board of Trustees of the corporation may at any time and from time to time, by resolution adopted by two-thirds (2/3) of the total number of Trustees, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Trustee, officer, agent, or employee of the corporation for personal services rendered to the corporation by, or for any expenses necessarily paid or incurred by any such Trustee, officer, agent, or employee. However, such payment shall be made only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the purposes of the corporation and the compensation or the amount of expenses paid or reimbursed is reasonable and not excessive.

ARTICLE EIGHT

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having and exercising any of the authority of the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or such member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE NINE

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE TEN

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of at least thirty percent (30%) the Members at any regular meeting or at any special meeting. Not less than sixty (60) days prior to the meeting, written notice must be given of the intention to alter, amend, repeal or adopt new Bylaws as well as what the proposed changes are. Proposed changes may be recommended by the Board of Trustees or by a Member.

ARTICLE TWELVE

**INDEMNIFICATION OF TRUSTEES AND
OFFICERS OF THIS CORPORATION**

Each Trustee and officer of this corporation now or hereafter in office and such person's heirs, executors and administrators, and each Trustee and officer of this corporation and such person's heirs, executors and administrators who now acts, or shall hereafter act at the request of this corporation as Trustee or officer of another corporation controlled by this corporation, shall be indemnified by this corporation against all costs, expenses and amounts of liability therefor, including counsel fees, reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit, proceeding or claim to which such person may be made a party, or in which such person may be or become involved by reason of such person's acts of omission or commission, or alleged acts of commission as such Trustee or officer, or, subject to the provisions thereof, any settlement thereof, whether or not such person continues to be such Trustee or officer at the time of incurring such costs, expenses or amounts and whether or not the action or omission to act on the part of such Trustee or officer, which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this Bylaw. However, such indemnification shall not apply with respect to any matter as to which such Trustee or officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty or willful misfeasance or malfeasance in the performance of such person's duty as such Trustee or officer, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the opinion of legal counsel selected by or in the manner designed by the Board of Trustees of this corporation, such settlement and reimbursement appear to be for the best interests of this corporation. As to whether or not a Trustee or officer was liable for willful misfeasance or willful malfeasance in the performance of such person's duties as such Trustee or officer, the Board of Trustees and each Trustee and officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Trustees. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other

rights as to which any such Trustee or officer may be entitled under any Bylaw, agreement or otherwise.

CERTIFICATE

These Amended and Restated Bylaws were adopted by vote of the members at the meeting thereof held on _____, 2009.

_____, Secretary

Attest:

_____, Trustee

_____, Trustee

_____, Trustee

_____, Trustee

_____, Trustee

_____, Trustee

_____, Trustee