

BYLAWS OF THE CHURCH AT SEVERN RUN

These Bylaws (referred to as the “Bylaws”) govern the affairs of THE CHURCH AT SEVERN RUN, a religious corporation (referred to as the “church”) organized under Section 5-301 et seq. of the Maryland Corporations and Associations Article (referred to as the “code”).

ARTICLE 1: OFFICES

1.01 Principal Office. The principal office of the church in the State of Maryland shall be located in the City of Severn, County of Anne Arundel. The Church Leadership Council may change the location of any office of the church.

1.02 Statutory Agent. The church shall comply with the requirements of the code and maintain a resident agent in Maryland. The Church Leadership Council may change the statutory agent from time to time as provided in the code.

ARTICLE 2: NONPROFIT PURPOSES AND OFFICERS OF THE CHURCH

2.01 Tax Exemption Status. This church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “IRC”).

2.02 Foundational Beliefs. We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. This church accepts “The Baptist Faith and Message”, a 1963 affirmation of basic Christian beliefs as a general statement of our faith. The ordinances of this church are baptism by immersion and the Lord’s Supper.

2.03 Purpose. The purpose of The Church At Severn Run is to glorify God by being disciples who make disciples (John 15:8; Matt. 28:17-20). Biblical disciples live out of four passions: 1) to worship God joyfully; 2) to share Jesus effectively; 3) to live in community authentically; and 4) to serve others in humility. Members cannot mature until they are willingly giving their lives away in ministry (Eph. 4:11-13). The church does not exist for itself, but for the Lord and for those who do not yet know Christ died for them. By faith we are willing to do whatever it takes to fulfill our mission on earth to the eternal glory of God the Father (Eph. 3:20-21). The specific objective is to further the Gospel of Jesus Christ through operating a church.

2.04 Affiliation. The church maintains the right to govern its own affairs free of denominational control. However, the church voluntarily cooperates with and supports the Arundel Baptist Association, Baptist Convention of Maryland/Delaware, and the Southern Baptist Convention. Upon dissolution, all assets shall be paid to the Arundel

Baptist Association, if it is qualified as tax exempt under Section 501(a) and described in Section 501(c)(3). If it is not so qualified, then the Church Leadership Council shall select another institution that is recognized as exempt under Section 501(a) and described in Section 501(c)(3).

2.05 Officer Positions. The officers of the church shall be a President (Senior Pastor), Vice President, a Treasurer and a Secretary. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

2.06 Election and Term of Office. The officers of the church shall be appointed annually by the Senior Pastor. Appointments must be approved by a majority vote of the Church Leadership Council. An officer may be appointed to succeed himself or herself in the same office.

2.07 Removal. Except for the Senior Pastor, any officer of the church appointed by the Senior Pastor may be removed by the Senior Pastor and a majority vote of the Church Leadership Council.

2.08 President. The Senior Pastor shall be the church's president and Chairman of the Church Leadership Council. The President shall be the chief executive officer of the Corporation (church). The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Church Leadership Council has authorized to be executed. However, the President may not execute instruments on behalf of the church if this power is expressly delegated to another officer or agent of the church by the Church Leadership Council, these Bylaws, or statute. The President may establish one or more committees delegating specified authority to a committee, and appoint or remove committee members.

2.09 Vice President. When the President is absent or is unable to act the Vice President shall perform the duties of the President as described in 2.08. The Vice President shall also perform duties as assigned from time to time by the President.

2.10 Treasurer. The Treasurer shall direct the Finance Team in fulfilling its duties (Section 5.03).

2.11 Secretary. The Secretary shall be responsible for giving all notices of meetings as provided in the Bylaws, or as required by law; and shall be responsible for ensuring that the minutes of the meetings are recorded. The Secretary shall perform duties as assigned from time to time by the Church Leadership Council.

ARTICLE 3: SENIOR PASTOR AND STAFF LEADERSHIP TEAM

3.01 Senior Pastor. The primary responsibilities for the leadership of the church rests in the Senior Pastor and the Staff Leadership Team. The Pastor is the

shepherd of the church responsible for directing and guiding the church into the will of God and the success of the Great Commission. Ephesians 4:11-13 provides the biblical job description of the pastor to “equip the saints for the work of ministry” for the building up of the church on its mission to reach the world with the Gospel. The Senior Pastor is responsible for providing:

- Leadership, vision, and the spiritual direction of the church
- Sound biblical teaching from God’s Word
- Direction and guidance to the staff in fulfilling its mission

The Senior Pastor will provide a clear voice of leadership in the church, helping the church to achieve its stated mission. The Senior Pastor, with assistance from the Staff Leadership Team and the Finance Team, will be responsible for the preparation and presentation of the annual budget according to processes outlined in Section 6.04. The Senior Pastor will be an ex-officio member of all ministry teams and committees.

(a) Senior Pastor Election. The Church Leadership Council shall nominate persons to serve on a Pastor Selection Committee. The church members shall elect by a majority vote of those present and voting or by authorized absentee ballot, a Pastor Selection Committee from the nominees selected by the Church Leadership Council. The Pastor Selection Committee shall present the selected Senior Pastor candidate to the Church Leadership Council for approval by a two-thirds majority vote. The candidate for Senior Pastor must then be elected by at least a two-thirds affirmative vote of the church members present and voting or by authorized absentee ballot.

(b) Senior Pastor Dismissal. The Church Leadership Council may recommend the dismissal of the Senior Pastor by a majority vote of the Church Leadership Council members. The members of the church must vote to dismiss the Senior Pastor by a two-thirds majority vote of the members present and voting or by authorized absentee ballot.

3.02 Staff Leadership Team. The Staff Leadership Team assists the Senior Pastor in setting the vision and fulfilling the mission of the church. This team provides spiritual leadership under the direction and guidance of the Senior Pastor. Members of this team include all paid ministerial staff and the Senior Pastor. The purpose of this team is to determine programming, recognize and support ministry teams, clarify and communicate vision to church ministries, and oversee the day-to-day operations of the church. The Staff Leadership Team will be responsible for appointing up to seven members of the Ministry Management Team (Article 5.02) and for ensuring the effectiveness of this team. Dismissal of members of the Ministry Management Team will be the responsibility of the Staff Leadership Team. The Staff Leadership Team will be responsible for budget changes as outlined in Article 6.04. The Staff Leadership Team has the authority to make decisions not expressly delegated in these bylaws to other leadership or to the church.

(a) Selection. Members of the Staff Leadership Team (other than the Senior Pastor) are selected by, and accountable to, the Senior Pastor. The Church Leadership Council will approve a candidate for the Staff Leadership Team by a two-thirds majority vote and present the candidate to the church. Final approval will require a majority vote of the church members present and voting at a business meeting or by authorized absentee ballot.

(b) Dismissal. Dismissal of a Staff Leadership Team member will require approval of the Senior Pastor and a two-thirds majority vote of the Church Leadership Council.

3.03 Support Staff. Support staff (program, administrative, business, secretarial, custodial, intern, assistants, paraprofessionals, and pastoral residents) are not part of the Staff Leadership Team but work in support of the team.

(a) Selection. Support staff will be hired by the Senior Pastor with a majority approval of the Church Leadership Council.

(b) Dismissal. Dismissal of support staff will require approval of the Senior Pastor and a majority vote of the Church Leadership Council.

ARTICLE 4: CHURCH LEADERSHIP COUNCIL

4.01 Management. The affairs of the church shall be led by the Staff Leadership Team with the support of the Church Leadership Council. The principle purpose of the Church Leadership Council is to support the Staff Leadership Team, enabling the church staff to lead and the church members to minister effectively. The Church Leadership Council shall act as the Board of Trustees as defined in the Articles of Incorporation. For purposes of the code, the members of the Church Leadership Council shall be called Trustees.

4.02 Number, Qualifications, and Tenure of the Church Leadership Council. The Church Leadership Council shall be managed under the direction of not less than five and not more than eleven (including the Senior Pastor). Except for the Senior Pastor, each Church Leadership Council member shall serve for a term of three (3) years. Church Leadership Council nominees should be members who are exemplary believers and demonstrate vision, grace, and a call to lead the church toward biblical unity and effectiveness.

4.03 Nomination and Election. The Church Leadership Council shall request nominations from the church for any successor members. The Church Leadership Council will approve by a majority vote the candidates discerned to be called to lead and to be the most qualified. Except for the Senior Pastor, Church Leadership Council members shall be elected by a majority vote of the members

present and voting at a business meeting or by authorized absentee ballot. Church Leadership Council members may be elected to succeed themselves for an additional three (3) year term after which they will not be eligible for service on the Church Leadership Council for one (1) year. Immediate family members (spouse, children, siblings, or parents) of the Staff Leadership Team of the church shall not serve on the Church Leadership Council. A representative from a family shall not serve concurrent terms on the Church Leadership Council with other members of the same family (spouse, children, siblings, or parents).

4.04 Vacancies. Any vacancies which occur before the time of service has expired will be filled by the affirmative vote of a majority of the remaining members of the Church Leadership Council. A Church Leadership Council member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Church Leadership Council members to less than five (5) shall be filled before the transaction of any other business.

4.05 Dismissal. Except for the Senior Pastor, dismissal of a Church Leadership Council member may occur by a two-thirds majority vote of the full members of the Church Leadership Council. Church Leadership Council members may be dismissed only in a meeting specifically called for that purpose after all Church Leadership Council members have been duly notified.

4.06 Conduct of Meetings. At every meeting of the Church Leadership Council the President of the Church Leadership Council shall preside, and if unavailable, the Vice-President.

4.07 Duties of Church Leadership Council. Church Leadership Council members shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the church. The responsibilities of the Church Leadership Council include (but are not limited to):

- (a) Recommending to the church the call or dismissal of the Senior Pastor;
- (b) Approving by a majority vote the proposed annual budget from the Senior Pastor;
- (c) Approving non-budgeted expenditures and budget reallocation recommendations from the Staff Leadership Team with an annual cumulative total of up to 10% of the annual church budget but not requiring a church vote;
- (d) Making recommendations to the church regarding amendments to these Bylaws;
- (e) Recommending to the congregation any ordinations, and acting upon any licensings and commissionings;
- (f) Regularly reviewing and evaluating the total program of the church with the Staff Leadership Team to determine that objectives are being accomplished;
- (g) Making recommendations regarding annual salary and benefits for Church staff as a part of the annual budget;
- (h) Appointing a moderator, clerk, and parliamentarian for all business meetings;
- (i) Providing for dismissal of members of Staff Leadership Team, Officers, support staff, and Finance Team members;

- (j) Appointing members to the Finance Team (Article 5.03).

ARTICLE 5: TEAMS

5.01 Establishment of Teams. The Ministry Management Team may establish ministry teams delegating specified authority and responsibility to a team, and appointing or removing team members. The Ministry Management Team may prescribe or limit the powers and duties of any ministry team.

5.02 Ministry Management Team. The Ministry Management Team exists to support all ministries of the church not directly led by staff, and to launch new ministries while also evaluating and encouraging the effectiveness of existing ministries. The Ministry Management Team will be responsible for the approval of the content and the maintenance of the ministry manual - outlining ministry purpose, leadership, budget and accountability planning. The Ministry Management Team will work closely with the Staff Leadership Team and the Finance Team to develop annual budgetary needs and to assist ministry leaders in being good stewards of the funds received. The Ministry Management Team will be responsible for the selection and dismissal of ministry leaders. The Staff Leadership Team will appoint up to seven Ministry Management Team members and work to ensure the effectiveness of the team. The Staff Leadership Team will be responsible for the dismissal of any Ministry Management Team members.

5.03 Finance Team. The Finance Team will implement financial policies and procedures for the church, under the direction of the Treasurer and the approved annual budget. Members of this team will be appointed and dismissed by a majority vote of the Church Leadership Council. Individual members of the Finance Team will not be authorized to be responsible for both receipt and disbursement of funds. The Finance Team shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the church;
- (b) Establish a team of tellers whose responsibilities will be limited to receiving and giving receipts for moneys due and payable to the church from any source, and to depositing all moneys in the name of the church in banks, trust companies, or other depositories as provided in the Bylaws, or as directed by the Church Leadership Council or the President;
- (c) Write checks and disburse funds to discharge obligations of the church;
- (d) Maintain a system of financial records which will supply accurate and detailed information on receipts, disbursements, balances, and the financial condition of the church;
- (e) Maintain contribution statements and a list of contributors;
- (f) Prepare quarterly financial reports;
- (g) Prepare quarterly budget updates to the Ministry Management Team and ministry leaders or as requested by ministry leaders;

- (h) Assist the Staff Leadership Team and Ministry Management Team in the development of an annual budget;
- (i) Review and act on all requests for expenditures which are not allocated within the approved budget or do not have allocated, designated or other funding available for the expense. If these expenses exceed an annual cumulative total of 1% of the approved annual church budget, the Finance Team will make a recommendation to the Staff Leadership Team;
- (j) Direct an annual independent audit/review of financial records and make recommendations to the Staff Leadership Team;
- (k) Appropriate funds based on the approved annual budget and the use of sound accounting principles;
- (l) Reallocate funds in the case of a budget shortfall according to the process outlined in Article 6.04;
- (m) Perform all the duties incident to the office of Treasurer.

ARTICLE 6: TRANSACTIONS OF THE CHURCH

6.01 Contracts. The Church Leadership Council may authorize any officer or agent of the church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

6.02 Deposits. All funds of the church shall be deposited to the credit of the church in banks, trust companies, or other depositories that the treasurer selects.

6.03 Compensation. All compensation packages for officers of the church, and employees of the church who are deemed to be highly compensated employees under Section 414(q) of the IRC, shall be approved by a majority of the Church Leadership Council on at least an annual basis and/or whenever compensation is revised.

6.04 Budget. The church will finance its activities through a unified budget, approved as presented by the Senior Pastor, without amendment, by a majority vote of members during the Annual Business Meeting or by authorized absentee ballot. The budget must receive a majority vote of the Church Leadership Council to be presented to the church. Acquisition of land, construction of new buildings, borrowing of funds secured by real estate, and sale of real property must be approved by a majority of vote of church members at any business meeting. Changes in the approved annual budget will be the responsibility of the following:

- (a) Finance Team. The Finance Team will review and act on all requests for reallocations or expenditures which are not allocated within the approved budget or do not have allocated, designated or other funding available for the expense. If these expenses exceed an annual

cumulative total of 1%, but not greater than 10%, of the annual church budget, the Finance Team will make a recommendation to the Staff Leadership Team. In the event of a budget shortfall, the Finance Team shall reallocate on a percentage basis of the discretionary funds in the approved annual budget all discretionary funds received after non-discretionary funds are appropriated. Budget reallocations of these discretionary funds will follow procedures listed in 6.04(a), (b).

(b) Staff Leadership Team. The Staff Leadership Team will recommend action to the Church Leadership Council on all requests for reallocations or expenditures within the approved budget, up to an annual cumulative total of 10% of the approved annual church budget, which are not allocated or do not have allocated, designated or other funding available for the expense. A majority vote of the Church Leadership Council will approve the recommendation.

(c) Church Members. All non-budgeted expenditures and budget reallocations with an annual cumulative total exceeding 10% of the approved annual budget will be approved by a majority of the members present and voting at a church business meeting or by authorized absentee ballot.

ARTICLE 7: FISCAL YEAR

The fiscal year of the church shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 8: SPECIAL PROCEDURES CONCERNING MEETINGS

8.01 Meeting by Electronic Means. The Church Leadership Council, and any committee of the church, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can communicate with each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means, as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

8.02 Voting by Proxy. Voting by proxy is prohibited.

ARTICLE 9: AMENDMENTS TO BYLAWS

The Church Leadership Council will review any alterations, amendments, or repealing of these Bylaws. Upon a majority vote of the Church Leadership Council, the Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds of the members present and voting at a duly noticed

business meeting or by authorized absentee ballot. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed and shall be given no less than fourteen days prior to the meeting. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 10: MEMBERSHIP

10.01 General. The desire of the church is to fully reflect God's Kingdom, creating an environment where all would feel welcome to worship God and to realize a personal relationship with God through Jesus Christ. Membership is a privilege, not a burden. Members shall consist of those who have made a clear commitment to Jesus as Savior and Lord, are regularly and actively involved in worship and ministry, and who are in joyful agreement with the mission of The Church At Severn Run. In matters concerning legal rights, liabilities, benefits or obligations, a member must be 16 years of age to vote.

10.02 Member Qualifications. Membership will be accomplished through one of the following:

1. Profession of faith and baptism by immersion by The Church At Severn Run.
2. Letter received from another Baptist Church.
3. Statement of Christian experience and baptism by immersion in another church of like faith and order.

All new or reinstated members are required to participate in a New Member Orientation Class.

10.03 Reconciliation of Members. The church will attempt to assist troubled or disruptive members. The attitude of the church is guided by concern for redemption, rather than punishment. When an individual(s) in the church errs in doctrine or conduct, it may become necessary for the Staff Leadership Team and the Church Leadership Council to apply corrective discipline as instructed by God and His Word. The process of reconciliation shall be determined and supervised by the Church Leadership Council.

10.04 Termination of Membership. Members shall be removed from the membership role for the following reasons:

- (a) Death;
- (b) By personal request of the member;
- (c) Dismissal by a majority vote of the Church Leadership Council of any member who refuses to submit to the reconciliation process in Article 10.03 above, or who refuses to abide by the Church Leadership Council's plan of reconciliation;
- (d) No active participation in church for two consecutive years and failure to respond to an invitation to reconnect to the church.

All members under consideration for termination of membership must be given notice and an opportunity to respond to the Church Leadership Council before a final determination.

ARTICLE 11: MEMBERSHIP MEETINGS

11.01 Annual Meeting. The annual meeting of the members of the church shall be held in October of each year, at such time and place as determined by the Church Leadership Council. The purpose of this meeting shall be to review the previous year in ministry, forecast vision and direction for the future, approve the annual budget, install Church Leadership Council members and to conduct any other proper business of the church.

11.02 Special Meetings. Special meetings of the members may be called and held at anytime by the Senior Pastor or upon request of a majority of the Church Leadership Council upon notifying the Senior Pastor.

11.03 Notice of Meetings. Notice of annual and special meetings shall be provided to each member by any reasonable manner at least fourteen days before the time set for the meeting. The Senior Pastor, with a majority vote of the Church Leadership Council, may change notice requirements for an emergency meeting to require notice be provided at least seven days before the time set for the meeting.

11.04 Conduct of Meetings. Meetings shall be conducted in an orderly and peaceful manner (1 Cor. 14:33). The moderator may employ Roberts Rules of Order as necessary, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. The Moderator, Clerk, and Parliamentarian shall be appointed by the Church Leadership Council.

ARTICLE 12: MISCELLANEOUS PROVISIONS

12.01 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Maryland. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

12.02 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

12.03 Parties Bound. The Bylaws shall be binding upon, and inure to the benefit of the Board of Trustees (Church Leadership Council members), officers of the church, advisory committee members of the church, employees of the church, and agents or

volunteers of the church; and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

12.04 Scriptural Authority. The ultimate authority for the church's organization, governance and operation is the Bible. These Bylaws are to provide general operational guidance based on biblical principles and practices. When a conflict or ambiguity exists concerning these Bylaws, the leadership of the church will give deference to biblical values for resolution. Being a church that brings glory to God by remaining focused on the mission is our greatest desire. "He has made us competent as ministers of a new covenant—not of the letter, but of the Spirit, for the letter kills but the Spirit gives life."

2 Corinthians 3:6.

ARTICLE 13: INDEMNIFICATION AND INSURANCE

13.01 Indemnification. The church may indemnify any Director, officer, advisory committee member, employee, agent or volunteer of the church who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding against expenses (including, without limitation, attorney's fees, filing fees, court reporter's fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if independent directors establish that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the church, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

13.02 Court-Approved Indemnification. Anything contained in these Bylaws or elsewhere to the contrary notwithstanding:

(a) the church shall not indemnify any of the following:

(i) any claim, issue, or matter as to which a person who was a party to any completed action or suit instituted by or in the right of the church to procure judgment in its favor by reason of the fact that he or she served in the capacities stated in 13.01, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the church, misconduct or negligence in the performance of his or her duties to the church unless, and only to the extent that, the Court of Anne Arundel County, Maryland, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; or

(ii) any action or suit in which liability is asserted against a Director and that liability is asserted only pursuant to Section 2-418 of the code; or

(iii) any action or suit against a person who actually received an improper benefit in money, property or services; and

(b) the church shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Provision 13.02.

13.03 Determination Required. Any indemnification required under Provision 13.01 and not precluded under Provision 13.02 shall be made by the church only upon a determination that such indemnification is proper according to standards set forth in 13.01. Such determination may be made only:

(a) by a majority vote of the Board of Trustees of the Corporation (Church Leadership Council) who were not and are not parties to, or threatened with, any such action, suit or proceeding;

(b) in a written opinion by independent legal counsel other than an attorney retained previously by the church, or a firm having associated with it an attorney, who has been retained by or who has performed services for the church, or any person to be indemnified, within the past five (5) years; or

(c) by the Court of Anne Arundel County, Maryland or (if the church is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any determination made by the disinterested Directors under division (a) or by independent legal counsel under division (b) of this Provision 13.03 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the church shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Anne Arundel County, Maryland, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

13.04 Advances for Expenses. Expenses incurred in defending any action, suit or proceeding referred to in Provision 13.01 may be paid by the church in advance of the final disposition of such action, suit or proceeding to or on behalf of the person involved promptly as such expenses are incurred by him or her, but only if such person shall first represent, in writing, that he or she has made a good faith determination that they have met standard of conduct required by law and agree to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

(a) if it shall ultimately be determined as provided in Provision 13.03 that he or she is not entitled to be indemnified by the church as provided under Provision 13.01; or

(b) if, in respect of any claim, issue or other matter asserted by or in the right of the church in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the church or misconduct (other than negligence) in the performance of his or her duties to the church, unless and only to the extent that the Court of Anne Arundel County, Maryland, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

13.05 Venue. Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE 13 may be maintained by the person claiming such indemnification, or by the church, in the Court of Anne Arundel County, Maryland. The church and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Anne Arundel County, Maryland, in any such action, suit or proceeding.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of THE CHURCH AT SEVERN RUN, and that the foregoing Bylaws constitute the Bylaws of the Corporation (church). These pages of Bylaws were duly adopted at a meeting of the members held on **5 December, 2004**.

DATED: _____, 2004.

[Signature]

Secretary of the Corporation
[Typed Name]