Bylaws of Calvary Crusade, Inc.

A Ministry of Calvary Baptist Church

These corporate bylaws, ratified May __ 2025, serve as the governing document for Calvary Crusade, Inc., a Georgia nonprofit corporation (hereinafter referred to as the “Corporation”); an institution established as a ministry of Calvary Baptist Church, which is the sole member of the Corporation. The bylaws are designed to provide a structured framework for the Corporation’s operations, governance, and administration, ensuring alignment with the Church’s mission and values.

Contents

Article I: Definitions

Section 1. Definitions

For the purposes of these bylaws, the following terms shall have the meanings set forth below:

1. “Bylaws”: The set of rules and regulations governing the operation, administration, and governance of the Corporation, as issued and ratified by Calvary Baptist Church.

2. “Church”: Calvary Baptist Church, Inc., the religious organization overseeing and supporting the Corporation.

3. “Board of Elders and Deacons”: The governing body of Calvary Baptist Church, responsible for the spiritual oversight and governance of the Church and its affiliated entities, including the Corporation, in accordance with the bylaws of Calvary Baptist Church.

4. “Church Member”: Any individual who is a recognized and active member of Calvary Baptist Church in good standing.

5. “Amendment”: Any change, addition, modification, or repeal of any portion of these bylaws, as approved by the Board of Elders and Deacons of Calvary Baptist Church.

6. “Effective Date”: The date on which an amendment to the bylaws becomes operational, as specified in the amendment or, if not specified, immediately upon approval by the Board of Elders and Deacons.

7. “Notification Procedures”: The established methods and practices used by Calvary Baptist Church to inform its members of important matters, including proposed amendments to the bylaws.

8. “Complaint”: A formal or informal expression of dissatisfaction, concern, or allegation regarding any matter related to the Corporation. Complaints may range from routine issues involving policies, procedures, or day-to-day operations to more serious reports of misconduct or wrongdoing. Serious complaints—such as those involving sexual impropriety, harassment, financial fraud, criminal activity, violations of policies, unethical behavior, or actions that compromise the safety, integrity, or reputation of the Corporation or the Church—will be treated with heightened attention and may be subject to formal investigation and disciplinary procedures.

9. “Conflict of Interest”: A conflict of interest arises when the Corporation’s director, officer, employee, or any other individual in a position of authority at the Corporation has a personal, financial, or other interest that could potentially interfere with their duty to act in the best interests of the Corporation. This includes situations where the individual, or a family member, stands to benefit personally or professionally from decisions made by the Board, or where the individual’s outside interests or affiliations could impair their objectivity or judgment in carrying out their responsibilities for the Corporation.

10. “Georgia Code”: Means Georgia Nonprofit Corporation Code, as amended.

11. “Board”: Shall mean the Board of Directors of Calvary Crusade, Inc.

Article II: Amendments to Bylaws

Section 1. Authority to Amend Bylaws

These bylaws may only be amended, modified, or repealed by the governing body of Calvary Baptist Church, Inc. which is the sole member of the Corporation (the “Sole Member”). No amendment, modification, or repeal shall be effective unless it has been duly approved by a vote of the Board of Elders and Deacons of Calvary Baptist Church, during a meeting convened specifically for this purpose with a prior notice containing the proposed amendment or a summary of the changes to be effected by the amendment.

Section 2. Proposal of Amendments

Proposals for amendments to these bylaws may be submitted by the Board of the Corporation or by any member of Calvary Baptist Church. Such proposals must be submitted in writing to Calvary Baptist Church or its designee at least ninety (90) days prior to the meeting at which the proposed amendment will be considered.

Section 3. Ratification

An amendment to these bylaws shall become effective immediately upon its approval by the Board of Elders and Deacons of Calvary Baptist Church, unless a later effective date is specified in the amendment.

Section 4. Record of Amendments

All amendments, modifications, or repeals of these bylaws shall be documented and maintained as part of the official records of Calvary Baptist Church. The Board of Elders and Deacons shall ensure that an updated version of the bylaws, including any amendments, is provided to the Board of the Corporation within thirty (30) days of such amendments.

Article III: Statement of Faith and Alignment with Church Mission

Section 1. Adoption of Statement of Faith

The Corporation hereby adopts the Statement of Faith of Calvary Baptist Church as set forth in Appendix 1 of these bylaws. This Statement of Faith shall serve as the foundational doctrinal guide for the Corporation’s policies and practices. All members of the Board and officers of the Corporation shall affirm and adhere to this Statement of Faith.

Section 2. Implementation of Mission, Vision, and Values

the Corporation, along with its Board and officers, shall at all times work diligently to implement and uphold the mission, vision, and values of Calvary Baptist Church. This commitment shall be reflected in the Corporation's operational policies and community activities. The Corporation shall strive to embody the Church's principles in all aspects of its functioning, ensuring that its practices and decisions are aligned with the spiritual and educational goals established by Calvary Baptist Church.

Article IV: Quorum

Section 1. Quorum

A quorum for the transaction of business at any meeting of the Corporation's Board of Directors shall consist of a majority (51% or greater) of the directors then in office.

Section 2. Loss of Quorum

The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Board members to leave less than a quorum, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3. Adjournment for Lack of Quorum

In the absence of a quorum, a majority of the Board members present at the meeting may adjourn the meeting to another time and place. Notice of the rescheduled meeting shall be given to all Board Members in accordance with the notification procedures established in these bylaws.

Section 4. Special Quorum Requirements

Notwithstanding the general quorum requirements specified above, certain actions may require a different quorum as stipulated elsewhere in these bylaws or as mandated by applicable law. In such cases, the specific quorum requirement shall prevail.

Section 5. Voting and Proxies

5.1. Allowed Voting Method: Board members may participate either in person or through approved electronic means to be counted towards a quorum and to vote on matters. Voting by email or other electronic methods approved by Board members is permitted.

5.2. Members of the Board shall not vote by proxy.

5.3. Veto Right of Board Decisions: The Board of Elders and Deacons of Calvary Baptist Church shall retain the authority to veto or nullify any decision, resolution, or vote made by the Corporation's Board. In the event that the Board of Elders and Deacons elects to veto or nullify a Board decision, the Board of Elders and Deacons shall provide written notice to the Board's President or the Board at large, specifying the reasons for the veto and the actions that must be taken in response.

Article V: Board Members

Section 1. Election and Composition

1.1. Nomination and Election: The Corporation's Board members shall be nominated by the Nominating Committee of Calvary Baptist Church and elected by its membership.

1.2. Initial Count and Expansion: The Board shall initially consist of ***six (6)*** members but may be expanded or reduced as deemed necessary by the Board of Elders and Deacons of Calvary Baptist Church.

1.3. Committee Participation: Each Board member shall serve on at least one (1) committee but shall not serve on more than two (2) committees simultaneously.

1.4. Board Chair: The Board Chair shall be appointed by the Board of Elders and Deacons of Calvary Baptist Church.

1.5. Calvary Baptist Church Membership: At least ***seventy percent (70%)*** of the members of the Corporation Board must be active members of Calvary Baptist Church.

1.5.1. Membership Verification: The Board of Elders and Deacons of Calvary Baptist Church shall verify the membership status of any Board member prior to their appointment and on an annual basis thereafter to ensure compliance with this requirement.

Section 2. Terms of Service

2.1. Term Length: Each Board member shall serve a three (3) year term with the option to extend at the request of the Board of Elders and Deacons.

2.2. Attendance Requirement: Unless otherwise approved by the Board of Elders and Deacons, absence from more than one (1) regular meeting per year shall result in the seat being declared vacant. The Corporation's Board shall notify the Board of Elders and Deacons of any vacancy.

Section 3. Qualifications

3.1. Statement of Faith: All Board members must accept the Statement of Faith of Calvary Baptist Church (Appendix 1) and agree to act in the best interest of, first, Calvary Baptist Church and then the Corporation.

3.2. Conflict of Interest Disclosure: The Corporation's Board members have a mandatory duty to disclose any conflicts or potential conflicts of interest to the Corporation's Board and the Board of Elders and Deacons or their designee(s) and agree to recuse themselves from related decisions as necessary.

3.3. Integrity and Community Standing: The Board members shall be individuals of high integrity and be well-respected within the community. They should demonstrate strong moral character and a commitment to ethical conduct in both their personal and professional lives.

3.4. Commitment to Service: The Board members shall demonstrate a commitment to the mission and objectives of the Corporation and be willing to actively participate in Board activities, including serving on committees and attending meetings regularly.

3.5. Other Requirements: Corporation Board members must meet any additional qualifications as determined by the Board of Elders and Deacons of Calvary Baptist Church.

Section 4. Removal of Board Members

4.1. Removal: The removal of any member of the Board of the Corporation shall be solely at the discretion of the Board of Elders and Deacons of Calvary Baptist Church. No individual or group, other than the Sole Member, has the authority to remove a Board member from their position.

Section 5. Confidentiality and Compensation

5.1. Confidentiality Statement: The Board members must sign a confidentiality statement (Appendix 2).

5.2. Compensation: The Board members shall receive no compensation for their service.

Section 6. Duties and Responsibilities

6.1. Policymaking: The Board members are responsible for the development, review, and approval of policies that govern the operations, programs, and administration of the Corporation. These policies must align with the mission, vision, and values of Calvary Baptist Church. The Board of Elders and Deacons shall have the right to add to, modify, or remove any policy or any part thereof.

6.2. Budget Approval: The Board members shall review and approve the annual budget of the Corporation. This includes ensuring that the budget aligns with the Corporation's strategic goals and financial policies and making necessary adjustments to maintain fiscal responsibility and sustainability.

6.3. Responsibilities for Financial Reporting:

> 6.3.1. Approval of Financial Reports: The Board shall be responsible for reviewing and approving all financial reports of the Corporation. This includes, but is not limited to, financial statements, budgets, and financial summaries.
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> 6.3.2. Review Process: Financial reports shall be prepared by the Corporation's financial staff or designated accounting firm and submitted to the Board for review. The Board shall examine the

reports for accuracy, completeness, and compliance with the Corporation's financial policies and procedures.

6.3.3. Approval: Upon satisfactory review, the Board shall approve the financial reports. Approval shall be documented in the minutes of the Board meeting at which the financial reports were reviewed.

6.3.4. Variance Explanations: The Board shall ensure that any significant variances between budgeted and actual financial performance are adequately explained and documented.

6.3.5. Annual Review: The Board shall review and approve the findings of the annual financial review conducted by a third party. This review shall include assurance of compliance with all State and Federal filings or other requirements as deemed necessary by the Board of Elders and Deacons. The Board shall address any issues or recommendations identified in the review.

6.4. Approval of Business Plan and Strategy: The Board shall be responsible for the review and approval of the business plan and strategic initiatives of the Corporation. This includes long-term planning, setting strategic goals, and ensuring that the Corporation's business activities are aligned with the overall mission and objectives of Calvary Baptist Church as defined by the Board of Elders and Deacons.

6.5. Compliance with Regulating Bodies: The Board shall ensure that the Corporation is in compliance with all appropriate rules and regulations for regulating bodies.

Article VI: Meetings of the Board

Section 1. Regular Meetings

1.1. Frequency: The Board shall hold regular meetings on a quarterly basis. These meetings are necessary to review the progress of the Corporation, discuss strategic initiatives, and address any issues requiring Board attention.

1.2. Notice: Notice of regular quarterly meetings shall be given to all Board members at least thirty (30) days prior to the meeting date but not more than ninety (90) days. The notice shall include the date, time, and location of the meeting, as well as an agenda of the items to be discussed.

1.3. Meeting Structure: All meetings of the Board, committees, and any other official gatherings of the Corporation shall be conducted in accordance with Robert's Rules of Order.

1.4. Minutes: Accurate minutes shall be recorded for all meetings, capturing key discussions, decisions, and actions. Minutes shall be reviewed and approved at the subsequent meeting.

1.5. Action by Directors Without a Meeting: (a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent shall be preceded by at least two (2) days' notice of the resolutions to be considered. Such consent shall have the same force and effect as an effective vote at a meeting duly called. For such purposes, any director who recuses himself from consideration, due to a conflict of interest or otherwise, shall not be counted, such that a consent of the non-recused directors shall constitute written consent. (b) Such written consents and notices may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means. (c) More specifically and without limiting the foregoing, (i) electronic voting may take place on any electronic platform to which the Corporation provides access to all directors and on which a record of the resolution and each director's vote is created, and, alternatively, (ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the secretary is authorized to sign the consent on behalf of such director or, once sufficient consents have been received, to certify that the resolution was duly passed. (d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records. (e) Action by written consent shall not require a motion or second to be made or recorded. (f) A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors required for an action to be taken. (g) Action taken under this subsection 1.5. is effective when the last required signed consent is delivered to the Corporation, unless the consent specifies a different effective date.

Section 2. Ad Hoc / Emergency Meetings

2.1. Purpose: Ad hoc or emergency meetings may be called to address urgent matters that cannot wait until the next regular meeting. These meetings are intended for issues that require immediate Board action or deliberation.

2.2. Notice: Notice of ad hoc or emergency meetings shall be given to all Board members at least twenty-four (24) hours prior to the meeting. The notice shall include the reason for the meeting, along with the date, time, and location.

Section 3. Meeting Procedures

3.1. Agenda: The agenda for each meeting, whether regular or emergency, shall be prepared by the President or a designated officer and distributed to all Board members no less than twenty-four hours (24) in advance.

3.2. Minutes: Minutes of all meetings shall be recorded and maintained as part of the official records of the Board. The minutes shall include the date, time, and location of the meeting, the names of those present, a summary of the discussions, and any decisions or actions taken and shall be made available to any Board of Elders and Deacons member within seven (7) days.

3.3. Quorum: A quorum must be present for any official business to be conducted during both regular and emergency meetings.

Article VII: Committees

Section 1. Committee Structure

1.1. General: The Board may by resolution adopted by a majority of the entire Board of Directors, create one or more committees and appoint members of the Board of Directors to serve on them.

1.2. Authority: To the extent specified in such resolution or in the Articles of Incorporation or the bylaws, each committee may exercise the authority of the Board of Directors. A committee exercising the authority of the Board shall consist of two or more current or former directors, at least one of whom shall be a current director. A committee not exercising authority of the Board shall consist of two or more persons, at least one of whom shall be a current director. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law to be exercised by the entire Board.

1.3. Chairperson: Each committee shall be chaired by a member of the Board. The Chairperson shall be responsible for leading the committee, scheduling meetings, setting agendas, and reporting the committee's activities and recommendations to the Board.

1.4. Records of Committees and Membership: The Board shall maintain accurate and up-to-date records of all standing and ad hoc committees, including the names of committee members, their roles within the committee, and the committee's purpose or responsibilities.

1.4.1. Committee Rosters: The Board shall ensure that a complete roster of each committee, including the committee chairperson and all members, is kept on file. These records shall also include the date of committee formation and any changes to membership or leadership.

1.4.2. Committee Minutes and Reports: Each committee shall submit regular minutes and reports to the Board.

1.4.3. Access to Records: These records shall be made available to the Board of Elders and Deacons of Calvary Baptist Church, the Corporation's Board, and other authorized individuals upon request.

Section 2. Committee Meetings

2.1. Scheduling: Committee meetings shall be scheduled by the chairperson of each committee as needed to fulfill their responsibilities.

2.2. Minutes and Reporting: Each committee shall keep minutes of its meetings and submit regular reports to the Board, detailing its activities, findings, and recommendations.

2.3. Regular Meetings: Each committee shall meet at least quarterly to fulfill its responsibilities, with additional meetings scheduled as needed to address specific issues or tasks. Meetings shall be called by the committee chair. All committee meetings must follow the policies and procedures established by the Board, and minutes shall be taken to document recommendations and discussions.

Section 3. Committee Membership

3.1. Composition: In addition to members of the Board, committee membership may include Corporation officers, and other individuals with relevant expertise or interest. The chairperson shall appoint committee members, subject to approval by the Board.

Article VIII: Officers

1.1. Required Officers: The corporation shall have a President, a Secretary, and a Treasurer, and may have additional officers appointed by the Board of Directors. The Board may appoint one or more officers or assistant officers as may be needed by the Board, and the President shall have the ability to appoint such other officers as may be necessary. The same individual may simultaneously hold more than one office in the corporation, except the offices of President and Secretary. Unless the Board specifies otherwise, the officers of Calvary Baptist Church shall also serve as the officers of the corporation in their respective roles.

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The Pastor of Calvary Baptist Church shall concurrently serve as the President of the Corporation during his tenure as Pastor. ¶
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The Chairman of Deacons of Calvary Baptist Church shall concurrently serve as Vice-President of the Corporation during his tenure as Chairman of Deacons. ¶
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The Chairman of the Trustees of Calvary Baptist Church shall concurrently serve as the Secretary of the Corporation during his tenure as Chairman of the Trustees. ¶
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1.2. Duties of Officers:

1.2.1. President: The President shall have general supervision over the affairs and assets of the Corporation and over its employees and shall generally do and perform all acts incident to the office of president and shall have such additional powers and duties as may from time to time be assigned by the Board. The President may sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation. The President shall oversee the day-to-day operations of the Corporation, including carrying out the Corporation's mission, goals, and policies and instituting or defending legal proceedings when the directors are deadlocked, and may call meetings of the Board. The President shall be authorized and empowered, jointly with the Treasurer, to establish accounts at banks and other financial institutions and to designate the signories and other authorized individuals with respect to such accounts. In the absence of a CEO, the President shall be the Chief Executive Officer of the Corporation. The President shall serve ex officio with voting powers on the Corporation's Board of Directors.

1.2.2. Secretary: The Secretary shall keep or cause to be kept the minutes of meetings of directors and the other corporate records, and shall authenticate records of the Corporation, unless the Board of Directors delegates such responsibility to another officer. The Secretary shall act as Treasurer during that person's inability to act. The Secretary shall attend all meetings of the Board of Directors and may call meetings of the Board.

Deleted: Vice-President: The Vice-President shall assist the President in the performance of the President's duties and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence, incapacity, resignation, or removal of the President, the Vice-President shall assume and perform the duties and exercise the powers of the President, including general supervision over the affairs, assets, and employees of the Corporation, subject to the control of the Board. The Vice-President shall also support the implementation of the Corporation's mission, goals, and policies, and may be empowered to represent the Corporation in official capacities as directed by the Board or President.¶
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1.2.3. …

1.2.3. Treasurer: The Treasurer shall attend all Board meetings, manage the Board's review of and actions related to its financial responsibilities, work with the Audit and Finance Committee and the Chief Financial Officer to ensure that financial reports are made available to the Board in a timely manner, assure that the annual budget is presented to the Board for approval, facilitate accurate financial reporting to the Board for it to review actual expenses and revenue vs. the approved budget, and to serve as a liaison between, on the one hand, the auditors and Audit and Finance Committee, and on the other hand, the Board.

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The foregoing officers shall perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the Board of Directors. President, Secretary and Treasurer each shall be authorized to execute documents on behalf of the Corporation without need of further execution or attestation, if such documents are specifically authorized by the Board of Directors or within the scope of his responsibility.

Deleted: President, Vice-

1.3. Standards of Conduct for Officers: The standards of conduct for officers shall be as provided by the Georgia Code and other applicable law.

1.4. Resignation and Removal of Officers: An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered to the President or Secretary unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time whenever in their judgment the best interest of the Corporation will be served thereby. Any vacancy in any office occurring for whatever reason may be filled by the Board of Directors.

1.5. Contract Rights of Officers: The appointment of an officer does not itself create contract rights. The removal of an officer does not affect the officer's contract rights (if any) with the Corporation. An officer's resignation does not affect the Corporation's contract rights (if any) with the officer.

Article IX: Reporting Requirements

Section 1. Monthly and Quarterly Reports

1.1. Summary Operations: The Corporation shall provide the Board of Elders and Deacons with monthly and quarterly reports summarizing the Corporation's operational activities. These reports shall include key performance indicators, statistics, and notable events or achievements.

1.2. Financial Reports: The Corporation shall submit monthly and quarterly financial reports to the Board of Elders and Deacons. These reports shall include a comparison of actual financial performance versus the budget, along with explanations of any significant variances. The financial reports shall cover income, expenditures, and any other relevant financial metrics as required by the Board of Elders and Deacons.

Section 2. Annual Reports

2.1. Report of Directors and Officers: The Corporation shall provide an annual report listing the names and titles of all current directors and officers to the Board.

2.2. Complete Set of Policies & Procedures: An annual review and update of the Corporation's complete set of policies and procedures shall be submitted to the Board of Elders and Deacons and to the Corporation's Board of Directors.

2.3. Financial Reports: The Corporation shall provide comprehensive annual financial reports, including but not limited to:

- Financial Summary

- Balance Sheet
- Income Statement
- Statement of Cash Flows
- Next Fiscal Year Budget
- 3rd Party Financial Audit

2.4. Proof of Insurance: Annual proof of insurance coverage shall be submitted to the Board of Elders and Deacons and the Corporation Board, demonstrating that the Corporation maintains adequate insurance policies as required by law and by Church standards.

2.5. Operations Summary: An annual operations summary shall be provided to the Board of Elders and Deacons and the Board, detailing the overall performance, achievements, challenges, and strategic initiatives of the Corporation over the past year. The Operations Summary shall include all key performance indicators and comments regarding these key performance indicators.

Section 3. Submission and Review

3.1. Timeliness: All reports shall be submitted in a timely manner, as specified in this Article. Monthly and quarterly reports shall be submitted within fifteen (15) days following the end of the respective reporting period. Annual reports shall be submitted within thirty (30) days following the end of the fiscal year.

3.2. Review and Feedback: The Board of Elders and Deacons and the Corporation's Board of Directors shall review all submitted reports and provide feedback or request additional information as needed. The Corporation shall address any concerns or inquiries raised by the Board of Elders and Deacons and the Corporation's Board promptly.

Article X: Property

Section 1. Ownership of Property

1.1. Assignment to Calvary Baptist Church: All property, including land, buildings, and other real estate, used by the Corporation is assigned to and remains the property of Calvary Baptist Church.

Section 2. Authority to Purchase or Sell Property

2.1. Consent Requirement: The Corporation shall have no authority to purchase or sell any land, buildings, or other real estate without the prior written consent of the Board of Elders and Deacons of Calvary Baptist Church. All such transactions must be approved by the Board of Elders and Deacons in accordance with Calvary Baptist Church's policies and procedures.

Section 3. Authority to Build or Demolish Structures

3.1. Consent Requirement: The Corporation shall have no authority to construct new buildings, make significant alterations to existing structures, or demolish any buildings without the prior written consent of

Calvary Baptist Church. All plans for construction, alteration, or demolition must be approved by the Board of Elders and Deacons in accordance with Calvary Baptist Church's policies and procedures.

Article XI: Debt and Financial Obligations

Section 1. Long-Term Debt

1.1. Consent Requirement: The Corporation shall have no authority to enter into contracts or agreements that create long-term debt obligations without the prior written consent of the Board of Elders and Deacons. All such long-term debt transactions must be approved by the Board of Elders and Deacons in accordance with Calvary Baptist Church's financial policies and procedures.

Section 2. Short-Term Debt

2.1. Permissible Short-Term Debt: The Corporation may incur short-term debt without the consent of Board of Elders and Deacons, provided that such debt is unsecured and does not create significant financial risk for the Corporation or the Church.

2.2. Definition of Short-Term Debt: For the purposes of this section, short-term debt is defined as any financial obligation that is intended to be paid off within one (1) year and does not require collateral or security.

2.3. Reporting: Any short-term debt incurred by the Corporation shall be reported to the Board of Elders and Deacons and the Corporation's Board of Directors at the next scheduled meeting, detailing the amount, purpose, and repayment plan for the debt.

Article XII: Insurance Requirements

Section 1. General Insurance

1.1. Adequate Coverage: The Corporation shall maintain adequate insurance coverage to protect its property, operations, and personnel. This insurance shall include, but is not limited to, property insurance, general liability insurance, and any other coverage deemed necessary by the Board of Elders and Deacons and the Corporation's Board of Directors.

Section 2. Directors and Officers Liability Insurance

2.1. Liability Coverage: The Corporation shall maintain Directors and Officers (D&O) Liability Insurance in an amount set by the Board. This insurance shall provide coverage for the directors and officers of the Corporation against claims arising from their actions and decisions made on behalf of the Corporation.

Section 3. Approval and Review

3.1. Board of Elders and Deacons Approval: The types and amounts of all insurance coverage maintained by the Corporation, including D&O Liability Insurance, shall be approved by the Board of Elders and Deacons.

3.2. Annual Review: The insurance coverage shall be reviewed annually by the Board of Elders and Deacons to ensure that it remains adequate and appropriate for the Corporation's needs.

Section 4. Proof of Insurance

4.1. Documentation: The Corporation shall provide proof of all required insurance coverage to the Board of Elders and Deacons and the Corporation's Board of Directors on an annual basis, and upon request, to demonstrate compliance with these requirements.

Article XIII: Complaint Resolution

Section 1. General Complaint Resolution

1.1. Resolution of Complaints: The Corporation and the Board shall resolve any and all complaints that do not pose a risk to Calvary Baptist Church. These complaints shall be handled promptly and fairly, in accordance with the Corporation's established policies and procedures.

1.2. Record Maintenance: The Board shall maintain appropriate records regarding all complaints or incidents, including the nature of the complaint, the steps taken to address it, and the final resolution. These records shall be kept confidential and securely stored and shall be reviewed periodically to ensure compliance with the Corporation's policies and procedures.

Section 2. Complaints Regarding Board Members

2.1. Reporting to Board of Elders and Deacons: Complaints regarding any member of the Corporation's Board of Directors shall be reported to the Board of Elders and Deacons of Calvary Baptist Church. The Board of Elders and Deacons shall review and address these complaints as necessary, in accordance with Calvary Baptist Church's governance policies.

Section 3. Engagement of Legal Counsel and Industry Experts

3.1. Authority to Engage Experts: The Board shall be authorized to engage legal counsel or industry experts as necessary to resolve complaints or issues that arise. This may include, but is not limited to, matters involving complex legal, financial, or educational issues that require specialized knowledge and expertise.

Article XIV: Reporting and Compliance

Section 1. Reporting Non-Compliance

1.1. Notification of Non-Compliance: In the event that the Board of the Corporation identifies any instance of non-compliance with these bylaws, it shall promptly provide written documentation to the Board of Elders and Deacons of Calvary Baptist Church.

1.2. Content of Documentation: The written notification shall include a detailed description of the non-compliance, the circumstances leading to it, and the potential impact on the Corporation and the Church.

1.3. Plan for Corrective Action: The documentation shall also include a comprehensive plan to achieve compliance, specifying the timeframes, anticipated corrective actions, and any resources required. The plan shall outline steps the Board will take to resolve the issue and prevent future occurrences.

1.4. Progress Updates: The Corporation's Board of Directors shall provide periodic updates to the Board of Elders and Deacons, as frequently as requested, on the progress of the corrective actions until full compliance is achieved.

Article XV: Limitation of Liability & Indemnification

Section 1. Liability & Indemnification of Directors and Officers

1.1. Limitation of Liability of Directors and Officers: (a) A director shall not be liable to the Corporation or any other person for any action taken or not taken as a director if the director did not breach his legal duties to the Corporation. (b) A director shall not be deemed to be a legal trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. (c) An officer shall not be liable to the Corporation or any other person for any action taken or not taken as an officer if the officer did not breach his or her legal duties to the Corporation.

1.2. Required Indemnification of Officers and Directors: To the fullest extent permitted by law, and in accordance with Georgia Code § 14-3-859, which is incorporated by reference herein, the Corporation shall indemnify its current and former directors and officers and shall advance funds to pay for and reimburse their expenses as contemplated under the aforementioned section of the Georgia Code.

1.3. Indemnification of Employees and Agents: The Corporation may indemnify and advance expenses as contemplated under Georgia Code § 14-3-857 to any present or former employee or agent by Board of Directors' resolution to the extent allowed by applicable law.

1.4. Heir and Estate Indemnification: The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

1.5. Insurance: The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the Corporation would have power to indemnify him or her against the same liability.

1.6. Conflicting Interest Transactions: The validity and ramifications of conflicting interest transactions are governed by the Corporation's Conflict of Interest Policy, the Georgia Code, and the Internal Revenue Code.

1.7. Other Rights of Indemnification: The indemnification or payment of expenses provided herein is not exclusive of rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, a contractual agreement, or applicable law. However, the total amount of expenses advanced or indemnified from all sources shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

1.8. Severability: Each paragraph, sentence, term and provision herein shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and the remainder shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

1.9. Amendment: Any repeal or modification of the provisions of these Liability & Indemnification provisions shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

SECRETARY'S CERTIFICATE

IN WITNESS WHEREOF, the undersigned does hereby attest under his hand and seal that the foregoing bylaws were duly adopted by action of the Board of Directors of the Corporation, all effective as of May ___, 2025, and constitute the current governing bylaws of the Corporation, with all amendments thereto.

____

Amanda Collier, Secretary

Calvary Crusade, Inc.

APPENDIX 1
STATEMENT OF FAITH

APPENDIX 2
CONFIDENTIALITY STATEMENT