

AMENDED AND RESTATED
BYLAWS
OF
PIEDMONT BAPTIST ASSOCIATION, INC.
A Nonprofit Corporation

Subject to its Articles of Incorporation (the “Articles”), the affairs of the Piedmont Baptist Association, Inc. (the “Association”) shall be governed by the following Bylaws (“Bylaws”):

I. Members

A. Qualifications

The members of this Association shall be churches (1) which shall cooperate with the Southern Baptist Convention, the Baptist State Convention of North Carolina, Inc. and the Association; (2) which shall be recommended by the Board of Directors of the Association (the “Board”); and (3) which shall use as a basic guide for faith and practices the statement as adopted by the Southern Baptist Convention on May 9, 1963; and (4) whose members shall consist of believers baptized by immersion only (a “member church” or collectively, the “member churches”).

B. New Members

A church shall apply for membership in the Association by submitting a written statement over the signature of its pastor and its clerk that it intends to cooperate with the Association and that its members have been baptized by immersion only. The Board shall use as its basic guide in examining the applicant church the “Baptist Faith and Message” as adopted by the Southern Baptist Convention on May 9, 1963. Upon recommendation by the Board and upon a vote of at least two-thirds (2/3) of the messengers voting at a meeting of the Association, a church shall be admitted under the watchcare of the Association. After a minimum of one (1) year by a church under watchcare, the Board may recommend that the Association receive the church into full fellowship of the Association at any meeting of the Association. Upon a vote of at least two-thirds (2/3) of the messengers voting at a meeting of the Association, the church shall be admitted into full fellowship of the Association.

C. Expulsion

If the Board shall determine that a member church has ceased to cooperate with the Southern Baptist Convention, the Baptist State Convention of North Carolina, Inc. and/or the Association, or has admitted members not baptized by immersion only, messengers at a meeting of the Association, upon the recommendation of the Board, may expel a member church from membership in the Association upon a vote of at least two-thirds (2/3) of the messengers voting at such meeting.

D. Messengers

The member churches shall be represented at the annual, regular or special meetings of the Association by messengers. Each member church shall be entitled to send to a session of the Association as messengers the following: the senior pastor, one (1) additional staff member, and six (6) of its other members. In addition, each church shall be entitled to one additional messenger for each two hundred (200) members or a major fraction thereof of that church above three hundred (300) members.

II. Officers

A. Offices

The offices of the Association shall be: President, First Vice-President/President-Elect, Second Vice-President, Secretary and Treasurer. The Association may elect one or more Assistant Secretaries, one or more Assistant Treasurers, and a Parliamentarian, if any is deemed necessary.

B. Terms of Office

1. The officers of the Association shall be elected at the annual meeting of the Association (except the President) for a term of one (1) year and shall assume their duties upon the adjournment of the annual meeting. They shall hold office until they are replaced by the Association. If no Parliamentarian is currently serving, then the messengers at any session of the Association may elect an individual to serve as Parliamentarian for that session of the Association.
2. A President who has completed a full term of office shall not be eligible for reelection to that office or for election to the office of First Vice-President/President-Elect until the lapse of one full term of those offices. A First Vice-President who has completed a full term of office shall not be eligible for reelection to that office until the lapse of one full term of that office. A Second Vice-President who has completed two successive full terms of office shall not be eligible for reelection as Second Vice-President until the elapse of one full term of that office. There are no limitations on the number of terms to be served by the Secretary, Treasurer, Assistant Secretary, Assistant Treasurer or Parliamentarian of the Association.

C. Duties of Officers

1. The President shall preside over any sessions, annual, regular or special, of the Association and at all meetings of the Board. The President shall be a member of the Board and shall serve as Chair of the Board.
2. The First Vice-President/President-Elect shall preside in the absence of the President at any sessions of the Association and at any meetings of the Board; in addition, upon any vacancy in the office of the President, the First Vice-President/President-Elect shall assume the duties of the President. At the conclusion of the President's term, the First Vice-President/President-Elect shall

assume the office of President. The First Vice-President shall be a member of the Board of Directors and shall be Chair of the Nominating Committee.

3. The Second Vice-President shall be a member of the Board of Directors and shall fill any vacancy in the office of the First Vice-President/President-Elect.
4. The Secretary shall record minutes of the sessions of the Association and of the Board and shall deliver all notes that are required to be given by the Articles and these Bylaws or as directed by the President.
5. The Treasurer shall receive and disburse the funds of the Association as directed by the Association or the Board and shall keep accounts of all transactions of the Association; the Treasurer shall present an accurate account of the same monthly to the Board and at the annual meeting of the Association.
6. The Parliamentarian shall advise and assist the presiding officer of the Association with respect to all matters involved in proper parliamentary procedure.

D. Qualifications of Officers

The President, First Vice-President/President-Elect and Second Vice-President must each be a member of a member church and a member of a different member church from the other two officers. The Secretary, any Assistant Secretary, the Treasurer, any Assistant Treasurer, and any Parliamentarian must be either members of member churches or employees of the Association.

E. Election

1. The First Vice-President/President-Elect shall appoint two members of member churches to serve on the Nominating Committee with him. Each member of the Nominating Committee shall be a member of a different member church of the Association. The Nominating Committee shall nominate individuals to fill all offices, except President, and shall report its slate of officer nominees to the Board at least thirty (30) days prior to the annual session of the Association.
2. The Board shall, after any changes to slate of officer nominees, provide notice of the slate of officer nominees to the member churches at least fifteen (15) days prior to the annual session of the Association. The Board shall present the slate at the annual session of the Association. Messengers at the annual session of the Association shall elect the officers, except President, after receiving the report from the Board and receiving any nominations from the floor.
3. The First Vice-President/President-Elect shall assume the office of President at the end of the annual session of the Association, unless the President has not served a full term. In that event, the President completing the unexpired term may then serve a full term as President.

F. Vacancy

In the event of a vacancy, the Board may elect individuals to fill the unexpired terms in the offices of Second Vice-President, Secretary, Treasurer, Assistant Secretary, or Assistant Treasurer.

III. Board of Directors

A. Composition

The Board shall be the governing body of the Association and shall be known as the Leadership Team for the Association. The number of directors on the Board of the Association shall be not less than ten (10) nor more than nineteen (19) as fixed from time to time by the messengers at an annual session of the Association. The Leadership Team shall include the President, First Vice-President/President-Elect, and Second Vice-President as voting, *ex officio* members. In addition, the Leadership Team shall include the Director of Missions as a nonvoting, *ex officio* member. The Leadership Team of the Association shall also include not less than six (6) nor more than fifteen (15) members serving staggered, three (3) year terms (the “at-large members”). The initial number of at-large members shall be six (6). Each at-large member must be a member of a member church of the Association and a member of a different member church of the Association.

B. Election

1. The Nominating Committee (as described in Article II, Section E above) shall nominate individuals to serve as at-large member nominees of the Leadership Team and shall give a report of its slate of at-large members to the Leadership Team at least thirty (30) days prior to the annual session of the Association.
2. The Leadership Team shall, after any changes to the slate of at-large member nominees, provide notice of the slate of at-large member nominees to the member churches at least fifteen (15) days prior to the annual session of the Association. The Leadership Team shall present the slate at the annual session of the Association. Messengers at the annual session shall elect the at-large members of the Leadership Team after receiving the report from the Leadership Team and receiving any nominations from the floor.
3. An at-large member of the Leadership Team who has completed two (2) full terms shall not be eligible for reelection as an at-large member until the elapse of one (1) full term for an at-large member.

C. Vacancy/Removal

1. Any at-large member of the Leadership Team absent without cause for four (4) meetings of the Leadership Team during any 12 month period shall be subject to removal by the Leadership Team. After notice and an opportunity for the at-large member to be heard at a meeting of the Leadership Team, it may by a two-thirds (2/3) vote of the other voting members of the Leadership Team remove the at-large member with the absences from the Leadership Team.

2. The Leadership Team may elect individuals to fill the unexpired term of any at-large members, on an interim basis, until the next annual session of the Association; the messengers at the next annual session of the Association shall elect a replacement to fill any unexpired term of any at-large member of the Leadership Team.

D. Meetings

1. The Leadership Team shall have a regular meeting each month, except during November, upon the dates determined by the Leadership Team in a calendar adopted by the Leadership Team. In addition, the Leadership Team, by resolution, may provide for other regular meetings. Special meetings of the Leadership Team may be called by or at the request of the President of the Association, the Director of Missions or at the request of any two (2) members of the Leadership Team.
2. Regular meetings of the Leadership Team may be held pursuant to the agreed upon calendar without any additional notice. The person or persons calling a special meeting of the Leadership Team shall give notice thereof at least seven (7) days before the meeting, specifying the purpose for which the meeting is called, by any usual means of communication the delivery of which is capable of being confirmed by the Secretary.
3. A majority of the Leadership Team in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Leadership Team.
4. Except as otherwise provided in these Bylaws, an act of the majority of the Leadership Team present at a meeting which had a quorum present shall be the act of the Leadership Team.
5. Any one or more members of the Leadership Team may participate in a meeting of the Leadership Team by means of a conference telephone or some other device that allows all persons participating in the meeting to hear each other, and a member of the Leadership Team who participates by such means shall be deemed present in person at such meeting.
6. The Leadership Team may provide, by resolution, the establishment of committees of members of the Leadership Team to assist the Leadership Team in carrying out its responsibilities and duties.

IV. Staff of the Association

A. Director of Missions

1. The Director of Missions shall be the Chief Executive Officer of the Association and shall report and be directly responsible to the Leadership Team. The Director of Missions shall be responsible for overseeing the proper function of all aspects of the Association's operations. The Director of Missions shall plan the

program and objectives of the Association and assist the Association in fulfilling its purposes.

2. Upon a vacancy in the position of Director of Missions, the Leadership Team shall appoint a Search Committee, whose size and composition shall be determined by the Leadership Team. The Search Committee shall seek and nominate to the Leadership Team a candidate for the position of Director of Missions. The Leadership Team may approve the recommendation of the Search Committee or direct it to find another candidate. Upon the Leadership Team's approval of the candidate, it shall nominate the candidate as the new Director of Missions to be considered by the messengers at an annual, regular or special session of the Association. The messengers at the annual, regular or special session of the Association may elect or reject the candidate for the position of Director of Missions. There shall be no nominations from the floor for the position of Director of Missions.
3. If there is a vacancy in the position of Director of Missions, the Leadership Team may name an acting Director of Missions.
4. The Leadership Team shall provide an employment contract for the Director of Missions upon his election by the Association. The Director of Missions shall serve at the pleasure of the Leadership Team and in accordance with his contract of employment.

B. Other Personnel

1. Other ministerial staff of the Association shall be hired by the Leadership Team and shall serve at the pleasure of the Leadership Team. Other ministerial staff shall report to and be responsible to the Director of Missions as the Chief Executive Officer of the Association.
2. Non-ministerial staff shall be hired and serve at the pleasure of the Director of Missions. Non-ministerial staff shall be responsible to and shall directly report to the Director of Missions or his designee.

V. Association Sessions

A. Sessions

1. The Leadership Team may change the date of the annual session of the Association by two-thirds (2/3) vote of the Leadership Team present and voting. The Leadership Team shall provide a minimum of thirty (30) days notice to the member churches concerning the change of the date of the annual session.
2. The Leadership Team, by resolution, may provide for other regular meetings of the Association with a minimum of twenty (20) days prior notice to member churches.

3. The Leadership Team may call a special session of the Association with a minimum of twenty (20) days prior notice to member churches.
4. The Leadership Team shall set the time, place and agenda of all sessions of the Association.

B. Voting; Quorum

Except as otherwise provided in these Bylaws, an act of the majority of the messengers present at a session which had a quorum present shall be the act of the Association. No voting by proxy is permitted at any session of the Association. The quorum of the Association at any session shall be the number of registered messengers present at any session of the Association

C. Rules

The Rules of Order for the Association shall be those laid down in the most recent edition of Robert's Rules of Order, but in cases where the meaning may not be clear, the President shall exercise discretion, subject to appeal to the Association.

VI. Powers

A. Powers Reserved to Messengers at Association Sessions

The messengers of the Association in either a annual, regular or special session have the exclusive power to (1) approve the annual budget of the Association; (2) elect officers of the Association; (3) elect at-large members of the Leadership Team of the Association; (4) elect a new permanent Director of Missions to fill any vacancy in that position; (5) fix the number of at-large members of the Leadership Team; and (6) approve the Association incurring indebtedness in an amount greater than fifty (50%) percent of its receipts for the prior calendar year. In addition, the Association in annual, regular or special session may act upon recommendations from the Leadership Team.

B. Powers of Leadership Team

1. The Leadership Team shall have the power to act for the Association in the interim between sessions of the Association and take any action during such interim, except for those powers specifically reserved exclusively to the Association acting in annual, regular or special session as set forth in Paragraph A above.
2. The Leadership Team shall be responsible for overseeing the ministries of the Association and shall work with the Missional Community to accomplish the purposes of the Association.
3. The Leadership Team shall oversee the ministry of the Director of Missions and work with the Director of Missions concerning the ministry of other ministerial staff of the Association.

4. The Leadership Team shall prepare the proposed annual budget and, upon its approval by the Association in annual session, administer the approved annual budget of the Association.
5. The Leadership Team shall have authority to acquire and dispose of real and personal property of the Association.
6. The Leadership Team shall have authority to incur indebtedness on behalf of the Association in an amount up to and including fifty (50%) percent of the receipts of the Association for the prior calendar year.

C. Missional Community

The Leadership Team, together with the staff of the Association and missional partners, shall constitute a missional community. The missional community shall create work groups as needed to implement the Association's vision. The Leadership Team shall determine the size, duration and assignments of the various work groups to meet the needs to accomplish particular ministries.

VII. Amendments

The Bylaws may be changed or amended by a majority vote of the messengers present when the vote is taken at any meeting of the Association, provided that such proposed amendment shall have been distributed in writing to the member churches not less than twenty (20) days before the commencement of the Association's meeting.

VIII. Effective Date

These amendments to these Bylaws shall be effective upon November 6, 2008 at 12:01 a.m.

I, _____, Secretary of Piedmont Baptist Association, Inc., certify that this is a true and correct copy of the Amended and Restated Bylaws of Piedmont Baptist Association, Inc., adopted at its meeting of members held on May 1, 2008.

This the _____ day of May, 2008.

_____, Secretary