

BY-LAWS

Parkway Bible Church

Article I – Statement of Faith

We believe the thirteen points of the Confessional Statement adopted by the Council of The Gospel Coalition on May 22, 2007, and revised on April 12, 2011.¹ (See Appendix A)

Article II - Membership

Parkway Bible Church will welcome any person, regardless of spiritual background or religious affiliation to attend services and to partake in the life of the body of believers Christ has gathered together in His church. Membership into Parkway Bible Church is available to any person who has made a credible profession of faith in the Lord Jesus Christ, bears evidence of rebirth by the Holy Spirit, is growing in the knowledge and grace of our Lord Jesus Christ, and who gladly agrees and affirms the Statement of Faith and Articles of Incorporation of Parkway Bible Church. (amended 2.12.17)

Membership status may be conferred by the Board to anyone meeting the standards of membership. Membership status may be removed for anyone: (a) no longer meeting the standards of membership, (b) resigning, (c) joining another church, (d) deceased, or (e) disciplined in accordance with the Parkway Bible Church Discipline and Restoration Procedure. (See Appendix C)

The Members have the responsibilities and privileges to:

1. vote to install any new Senior Pastor, Elder, or Deacon, subject to a candidate's appointment to such a vote by the Board based on the candidate's Biblical qualifications to hold such office;
2. nominate Elders and Deacons;
3. vote to approve budgets;
4. vote to acquire real property and associated indebtedness;

¹ Used by permission of The Gospel Coalition (thegospelcoalition.org), Deerfield, IL 60015, copy attached.

5. vote to merge or dissolve Parkway Bible Church and to dispose of all or substantially all of the church's assets in accordance with the Articles of Incorporation;
6. vote to amend the Articles of Incorporation or these By-Laws;
7. vote or act in any other decision designated by the Board;
8. serve and give within Parkway Bible Church consistent with God's leading and with the gifts, time and resources each has received from God; and
9. submit and recommend items for action by the Board.

Votes may be taken in any properly noticed meeting of the Members. A quorum must be present for the Members to act; 15% of the Members constitute a quorum. An affirmative vote of a simple majority of a quorum is required for action unless a larger majority is described elsewhere in the Articles of Incorporation or these By-Laws. Meetings of the Members may be structured by rules of order adopted by the Board. A meeting of the Members is properly noticed if (1) sent by mail or electronically to the Members at least one week prior to the meeting or prominently announced in and displayed at one church service at least one week prior to the meeting and (2) includes sufficient information so as to notify the Members of any votes to be taken (preferably with the language of any Motion to be made) and of any agenda of items to be discussed. At least one meeting of the Members will be held each year to approve the budget. Other meetings may be called by the Board.

Article III - Amendment

The Articles of Incorporation and these By-Laws may be amended upon a motion made by the Board followed by a 2/3 majority affirmative vote of the Members of a quorum at a properly noticed meeting.

Article IV - Governance

Parkway Bible Church recognizes Christ as its Head and the Scriptures as its only authority (Colossians 1:18; 2 Timothy 3:16). Under that authority, Parkway Bible Church is governed by a Board of Directors. Unless otherwise provided by these By-Laws, the Board of Directors shall consist only of Members who are Biblically-qualified to hold the office of Elder.

Parkway Bible Church

The Board shall also have exclusive authority to:

- (1) approve for a vote by the Members a nominated candidate to the office of Elder or Deacon, such approval being based upon the candidate's Biblical qualifications to hold such office;
- (2) recognize and receive new Members;
- (3) remove Directors, Elders, Deacons, and Members;
- (4) nominate a new Senior Pastor for approval by the Members at a properly noticed meeting;
- (5) remove a Senior Pastor;
- (6) establish doctrine for faith and practice at Parkway Bible Church; and
- (7) in the absence of a Senior Pastor, govern the day-to-day operations of Parkway Bible Church.

During such times when less than three Members are recognized by Parkway Bible Church as qualified to be Elders and thus Directors on the Board, then the Members may elect interim Directors from the membership to fill up to three Director positions on the Board not otherwise occupied by Elder Directors. Interim Directors will serve on the Board only until such time as an Elder Director is recognized to replace them. If more than one interim Director is serving on the Board and a new Elder is recognized for the Board, the Board (including the interim Directors and the new Elder) shall decide and announce which of the interim Directors shall be replaced on the Board by the new Elder. There shall be at least three Directors on the Board and no maximum number of Directors on the Board. Directors who qualify as Elders will serve three year terms and may be voted into an indefinite number of consecutive terms. A Director who is not (or no longer) Biblically qualified to hold the office of Elder may be removed from the Board and from eldership by 2/3 vote of the remaining Directors.

The Board may organize itself into committees with designated authorities. The Board shall elect from its Directors a Chairman who will preside over meetings of the Board for a year long term. The Board shall elect from its Directors a Secretary for a year long term, which will maintain the corporate records and record the meetings of the Board and the Membership. The Board shall elect from its Directors a Treasurer for a year long

term, which will oversee all finances and recordkeeping. The offices of Secretary and Treasurer may be held by the same person.

Votes may be taken in any properly noticed meeting of the Board of Directors. A quorum must be present for the Directors to act; 50% of the Directors constitute a quorum. An affirmative vote of a simple majority is required for action unless a larger majority is described elsewhere in the Articles of Incorporation or these By-Laws. Meetings of the Directors may be structured by rules of order adopted by the Board. Meetings of the Board can be conducted by written resolution. A meeting of the Directors is properly noticed if (1) actually received by each Director, (2) regularly scheduled, (3) sent by mail or electronically to the Directors at least one week prior to the meeting or (4) prominently announced in and displayed at one church service at least one week prior to the meeting. Quarterly meetings shall be regularly scheduled. Special meetings may be called by the consent of a majority of Directors or by the Chairman.

The Board is assisted by Deacons. There shall be no minimum or maximum number of Deacons. Deacons serve one year terms and may be appointed to an indefinite number of consecutive terms. The Deacons are responsible for areas of service identified by the Board.

In the absence of inconsistent action by the Board, all day-to-day operations of Parkway Bible Church will be conducted by a Senior Pastor. The Senior Pastor is the spiritual leader of Parkway Bible Church and the overseer of the daily operations of the church. The Senior Pastor is an Elder and Director of Parkway Bible Church. The Senior Pastor remains in the position of Senior Pastor until removed by a 2/3 majority vote of the other Directors.

Article V – Finances

Fiscal Year

The fiscal year will begin on July 1st and end on the following June 30th.

Budget

The Senior Pastor will prepare a church budget, including compensation and benefits to be paid to the church staff, for approval by the Members prior to the beginning of the fiscal year. Spending in a fiscal year, in total and in subtotal, will not exceed the budget, unless the budget is amended by the Members.

Income

The receiving and handling of monies will be according to procedures approved by the Board.

Expenses

The Senior Pastor has the authority to spend funds up to the amount approved by the Members for any budget subtotal. If in any year a budget is not approved, spending in any month shall not exceed the spending in the same month of the prior fiscal year, until a budget is approved. Amounts not spent during a fiscal year will be allocated by the Board.

Financial Conflicts of Interest

Parkway Bible Church has adopted a conflict-of-interest policy (See Appendix B) that provides for full disclosure of material conflicting interests by Directors, Elders, Deacons, or church employees and allows the Board to determine whether a contemplated transaction may be authorized as just, fair, and reasonable to the church.

Financial Reporting

The Senior Pastor will make financial reports to the Board as requested and to the congregation at least yearly. A certified public accountant who is neither a church employee nor a Board Member will audit or review the church financial records annually after the close of the fiscal year and will conduct a complete audit at least every third year.

Article VI - Contracts

The Board may authorize the Senior Pastor, church employee, or agent of the church to enter into any contract or execute and deliver any instrument in the name of any on behalf of the church. Such authority may be general or specific, but must be granted in writing by the Board.

Article VII – Parkway Bible Church Endowment

Parkway Bible Church endeavors to set aside 25% of all giving to a Missions and Mercy Endowment. The Board shall designate a Missions and Mercy Endowment Committee which will, absent inconsistent action by the Board and only consistent with the maintenance of Parkway Bible Church's 501(c)(3) status, allocate funds of the Missions

and Mercy endowment to Parkway Bible Church’s various missions and mercy ministries.

The Board may establish on behalf of the church any other endowments for the general purposes or for any special purpose of the church.

Article VIII – Protection Against Liability

Pursuant to Virginia Code Section 13.1-870.1, as amended, in any proceeding brought by or in the right of the corporation or on behalf of the Members of the corporation, the Members agree to eliminate liability of any Director, Elder, or Deacon who serves Parkway Bible Church in such capacity without compensation, except for willful misconduct and knowing violations of the criminal law.

[END OF ARTICLES—SIGNATURES FOLLOW]

We, the Board members of Parkway Bible Church, certify that the above By-Laws, including the Appendices A-C were adopted on 03 March, 2013 by its Members at a properly noticed meeting and that these By-Laws are current and in operation as of that date.

, Director

, Director

, Director

APPENDIX A to March 3, 2013 BY-LAWS

PARKWAY BIBLE CHURCH STATEMENT OF FAITH

(Adapted from The Foundation Documents of the Council of The Gospel Coalition of May 22, 2007, and revised on April 12, 2011. Used by permission of The Gospel Coalition (thegospelcoalition.org), Deerfield, IL 60015)

1. The Tri-une God

We believe in one God, eternally existing in three equally divine Persons: the Father, the Son, and the Holy Spirit, who know, love, and glorify one another. This one true and living God is infinitely perfect both in his love and in his holiness. He is the Creator of all things, visible and invisible, and is therefore worthy to receive all glory and adoration. Immortal and eternal, he perfectly and exhaustively knows the end from the beginning, sustains and sovereignly rules over all things, and providentially brings about his eternal good purposes to redeem a people for himself and restore his fallen creation, to the praise of his glorious grace.

2. Revelation

God has graciously disclosed his existence and power in the created order, and has supremely revealed himself to fallen human beings in the person of his Son, the incarnate Word. Moreover, this God is a speaking God who by his Spirit has graciously disclosed himself in human words: we believe that God has inspired the words preserved in the Scriptures, the sixty-six books of the Old and New Testaments, which are both record and means of his saving work in the world. These writings alone constitute the verbally inspired Word of God, which is utterly authoritative and without error in the original writings, complete in its revelation of his will for salvation, sufficient for all that God requires us to believe and do, and final in its authority over every domain of knowledge to which it speaks. We confess that both our finitude and our sinfulness preclude the possibility of knowing God's truth exhaustively, but we affirm that, enlightened by the Spirit of God, we can know God's revealed truth truly. The Bible is to be believed, as God's instruction, in all that it teaches; obeyed, as God's command, in all that it requires; and trusted, as God's pledge, in all that it promises. As God's people hear, believe, and do the Word, they are equipped as disciples of Christ and witnesses to the gospel.

3. Creation of Humanity

We believe that God created human beings, male and female, in his own image. Adam and Eve belonged to the created order that God himself declared to be very good, serving as God's agents to care for, manage, and govern creation, living in holy and devoted fellowship with their Maker. Men and women, equally made in the image of God, enjoy equal access to God by faith in Christ Jesus and are both called to move beyond passive self-indulgence to significant private and public engagement in family, church, and civic life. Adam and Eve were made to complement each other in a one-flesh union that establishes the only normative pattern of sexual relations for men and women, such that marriage ultimately serves as a type of the union between Christ and his church. In God's wise purposes, men and women are not simply interchangeable, but rather they complement each other in mutually enriching ways. God ordains that they assume distinctive roles which reflect the loving relationship between Christ and the church, the husband exercising headship in a way that displays the caring, sacrificial love of Christ, and the wife submitting to her husband in a way that models the love of the church for her Lord. In the ministry of the church, both men and women are encouraged to serve Christ and to be developed to their full potential in the manifold ministries of the people of God. The distinctive leadership role within the church given to qualified men is grounded in creation, fall, and redemption and must not be sidelined by appeals to cultural developments.

4. The Fall

We believe that Adam, made in the image of God, distorted that image and forfeited his original blessedness—for himself and all his progeny—by falling into sin through Satan's temptation. As a result, all human beings are alienated from God, corrupted in every aspect of their being (e.g., physically, mentally, volitionally, emotionally, spiritually) and condemned finally and irrevocably to death—apart from God's own gracious intervention. The supreme need of all human beings is to be reconciled to the God under whose just and holy wrath we stand; the only hope of all human beings is the undeserved love of this same God, who alone can rescue us and restore us to himself.

5. The Plan of God

We believe that from all eternity God determined in grace to save a great multitude of guilty sinners from every tribe and language and people and nation, and to this end foreknew them and chose them. We believe that God justifies and sanctifies those who

by grace have faith in Jesus, and that he will one day glorify them—all to the praise of his glorious grace. In love God commands and implores all people to repent and believe, having set his saving love on those he has chosen and having ordained Christ to be their Redeemer.

6. The Gospel

We believe that the gospel is the good news of Jesus Christ—God’s very wisdom. Utter folly to the world, even though it is the power of God to those who are being saved, this good news is christological, centering on the cross and resurrection: the gospel is not proclaimed if Christ is not proclaimed, and the authentic Christ has not been proclaimed if his death and resurrection are not central (the message is “Christ died for our sins . . . [and] was raised”). This good news is biblical (his death and resurrection are according to the Scriptures), theological and salvific (Christ died for our sins, to reconcile us to God), historical (if the saving events did not happen, our faith is worthless, we are still in our sins, and we are to be pitied more than all others), apostolic (the message was entrusted to and transmitted by the apostles, who were witnesses of these saving events), and intensely personal (where it is received, believed, and held firmly, individual persons are saved).

7. The Redemption of Christ

We believe that, moved by love and in obedience to his Father, the eternal Son became human: the Word became flesh, fully God and fully human being, one Person in two natures. The man Jesus, the promised Messiah of Israel, was conceived through the miraculous agency of the Holy Spirit, and was born of the virgin Mary. He perfectly obeyed his heavenly Father, lived a sinless life, performed miraculous signs, was crucified under Pontius Pilate, arose bodily from the dead on the third day, and ascended into heaven. As the mediatorial King, he is seated at the right hand of God the Father, exercising in heaven and on earth all of God’s sovereignty, and is our High Priest and righteous Advocate. We believe that by his incarnation, life, death, resurrection, and ascension, Jesus Christ acted as our representative and substitute. He did this so that in him we might become the righteousness of God: on the cross he canceled sin, propitiated God, and, by bearing the full penalty of our sins, reconciled to God all those who believe. By his resurrection Christ Jesus was vindicated by his Father, broke the power of death and defeated Satan who once had power over it, and brought everlasting life to all his people; by his ascension he has been forever exalted as Lord and has prepared a place for

us to be with him. We believe that salvation is found in no one else, for there is no other name given under heaven by which we must be saved. Because God chose the lowly things of this world, the despised things, the things that are not, to nullify the things that are, no human being can ever boast before him—Christ Jesus has become for us wisdom from God—that is, our righteousness, holiness, and redemption.

8. The Justification of Sinners

We believe that Christ, by his obedience and death, fully discharged the debt of all those who are justified. By his sacrifice, he bore in our stead the punishment due us for our sins, making a proper, real, and full satisfaction to God's justice on our behalf. By his perfect obedience he satisfied the just demands of God on our behalf, since by faith alone that perfect obedience is credited to all who trust in Christ alone for their acceptance with God. Inasmuch as Christ was given by the Father for us, and his obedience and punishment were accepted in place of our own, freely and not for anything in us, this justification is solely of free grace, in order that both the exact justice and the rich grace of God might be glorified in the justification of sinners. We believe that a zeal for personal and public obedience flows from this free justification.

9. The Power of the Holy Spirit

We believe that this salvation, attested in all Scripture and secured by Jesus Christ, is applied to his people by the Holy Spirit. Sent by the Father and the Son, the Holy Spirit glorifies the Lord Jesus Christ, and, as the "other" Paraclete, is present with and in believers. He convicts the world of sin, righteousness, and judgment, and by his powerful and mysterious work regenerates spiritually dead sinners, awakening them to repentance and faith, and in him they are baptized into union with the Lord Jesus, such that they are justified before God by grace alone through faith alone in Jesus Christ alone. By the Spirit's agency, believers are renewed, sanctified, and adopted into God's family; they participate in the divine nature and receive his sovereignly distributed gifts. The Holy Spirit is himself the down payment of the promised inheritance, and in this age indwells, guides, instructs, equips, revives, and empowers believers for Christ-like living and service.

10. The Kingdom of God

We believe that those who have been saved by the grace of God through union with Christ by faith and through regeneration by the Holy Spirit enter the kingdom of God and

delight in the blessings of the new covenant: the forgiveness of sins, the inward transformation that awakens a desire to glorify, trust, and obey God, and the prospect of the glory yet to be revealed. Good works constitute indispensable evidence of saving grace. Living as salt in a world that is decaying and light in a world that is dark, believers should neither withdraw into seclusion from the world, nor become indistinguishable from it: rather, we are to do good to the city, for all the glory and honor of the nations is to be offered up to the living God. Recognizing whose created order this is, and because we are citizens of God's kingdom, we are to love our neighbors as ourselves, doing good to all, especially to those who belong to the household of God. The kingdom of God, already present but not fully realized, is the exercise of God's sovereignty in the world toward the eventual redemption of all creation. The kingdom of God is an invasive power that plunders Satan's dark kingdom and regenerates and renovates through repentance and faith the lives of individuals rescued from that kingdom. It therefore inevitably establishes a new community of human life together under God.

11. God's New People

We believe that God's new covenant people have already come to the heavenly Jerusalem; they are already seated with Christ in the heavenlies. This universal church is manifest in local churches of which Christ is the only Head; thus each "local church" is, in fact, the church, the household of God, the assembly of the living God, and the pillar and foundation of the truth. The church is the body of Christ, the apple of his eye, graven on his hands, and he has pledged himself to her forever. The church is distinguished by her gospel message, her sacred ordinances, her discipline, her great mission, and, above all, by her love for God, and by her members' love for one another and for the world. Crucially, this gospel we cherish has both personal and corporate dimensions, neither of which may properly be overlooked. Christ Jesus is our peace: he has not only brought about peace with God, but also peace between alienated peoples. His purpose was to create in himself one new humanity, thus making peace, and in one body to reconcile both Jew and Gentile to God through the cross, by which he put to death their hostility. The church serves as a sign of God's future new world when its members live for the service of one another and their neighbors, rather than for self-focus. The church is the corporate dwelling place of God's Spirit, and the continuing witness to God in the world.

12. Baptism and the Lord's Supper

We believe that baptism and the Lord's Supper are ordained by the Lord Jesus himself. The former is connected with entrance into the new covenant community, the latter with ongoing covenant renewal. Together they are simultaneously God's pledge to us, divinely ordained means of grace, our public vows of submission to the once crucified and now resurrected Christ, and anticipations of his return and of the consummation of all things.

13. The Restoration of All Things

We believe in the personal, glorious, and bodily return of our Lord Jesus Christ with his holy angels, when he will exercise his role as final Judge, and his kingdom will be consummated. We believe in the bodily resurrection of both the just and the unjust—the unjust to judgment and eternal conscious punishment in hell, as our Lord himself taught, and the just to eternal blessedness in the presence of him who sits on the throne and of the Lamb, in the new heaven and the new earth, the home of righteousness. On that day the church will be presented faultless before God by the obedience, suffering and triumph of Christ, all sin purged and its wretched effects forever banished. God will be all in all and his people will be enthralled by the immediacy of his ineffable holiness, and everything will be to the praise of his glorious grace.

APPENDIX B to March 3, 2013 BY-LAWS

PARKWAY BIBLE CHURCH CONFLICT OF INTEREST POLICY

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Parkway Bible Church's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of Elder, Deacon, Trustee, or Member of Parkway Bible Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Board of Directors

The collective body of current Elders and Directors at Parkway Bible Church, as defined in the Parkway Bible Church Articles of Incorporation, are referred to herein as the Board of Directors.

2. Interested Person

Any Parkway Bible Church Elder, Deacon, Trustee, Member, officer or Director with governing powers, who has a direct or indirect financial interest, as defined below, is an interested person.

3. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which Parkway Bible Church has a transaction or arrangement,
- b.** A compensation arrangement with Parkway Bible Church or with any entity or individual with which Parkway Bible Church has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Parkway Bible Church is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of a financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders and Directors on the Board of Directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors shall determine whether Parkway Bible Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Elders whether the transaction or arrangement is in Parkway Bible Church's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the Board of Directors has reasonable cause to believe an Elder, Deacon, Trustee, Member, officer or director has failed to disclose actual or possible conflicts of interest, it shall inform the non-disclosing person of the basis for such belief and afford the nondisclosing person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the nondisclosing person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the non-disclosing person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a.** A voting Elder or Director of the Board of Directors who receives compensation, directly or indirectly, from Parkway Bible Church for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Parkway Bible Church for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Parkway Bible Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands Parkway Bible Church is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure Parkway Bible Church operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors will conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Parkway Bible Church's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Parkway Bible Church may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

We, the Board Members of Parkway Bible Church, certify that the above Parkway Bible Church Conflict of Interest Policy was adopted on 03 March, 2013 by its Board at a properly noticed meeting and that this Policy is current and in operation as of that date.

, Director

, Director

, Director

Certification by Person Subject to Article VI

I have received a copy of the Conflicts of Interest Policy, I have read and understand the policy, I agree to comply with the policy, and I understand that Parkway Bible Church is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Director, Officer or Committee member

Date

APPENDIX C to March 3, 2013 BY-LAWS

DISCIPLINE AND RESTORATION PROCEDURE

The Elders will make decisions regarding the discipline of Parkway Bible Church's Members, including decisions regarding termination and restoration of such Members. Parkway Bible Church uses a disciplinary process that encourages both the purity of the church corporately and of its Members individually. Parkway Bible Church affirms that all of its believing Members, though positioned perfectly right before God through the death and resurrection of the sinless Savior Jesus Christ, remain sinners-in-fact while they are on this Earth, such no one of them on their own could stand rightly before a church inquiry. Parkway Bible Church also affirms that wanton, recurring, or habitual repetition of a sin by a Member, or the advocacy of false doctrine by a Member, offend the purity of the Church in its stature and mission. When a Member is engaged in such wanton, recurring or habitual sin or in the advocacy of false doctrine, the Elders will seek repentance and restoration of that Member in accordance with Biblical disciplinary procedures. Matthew 18:15-17. The primary purpose of Parkway Bible Church's disciplinary process is to make a faithful effort to restore a Member to a right relationship with the church and to return the Member to peaceful and joyful reconciliation with the church body. To that purpose, when considering discipline of a Member, Parkway Bible Church will, in order, (1) informally notify a Member of offenses and assign one or more Elders to discretely advise the Member how to be lovingly restored to fellowship with the church, (2) if such informal efforts fail to achieve restoration, formally notify the Member of a preliminary decision of the Elders to discipline the Member and give the Member an opportunity to be heard by the Elder board and again (if desired by the Member) by the congregation in a Members meeting, and (3) if the informal and formal efforts fail to achieve restoration, notify the Member that the Elders imposed a disciplinary response (up to an including removal from the Membership until the Member again qualifies for Membership).