

BYLAWS

OF THE

EVANGELICAL LUTHERAN CHURCH OF THE EPIPHANY

January 12, 2003

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EVANGELICAL LUTHERAN CHURCH OF THE EPIPHANY

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BYLAWS
OF
EVANGELICAL LUTHERAN CHURCH OF THE EPIPHANY

ARTICLE I -- THE CHURCH AND ITS OFFICES

Section 1. The Church. The corporate name of this Church is Evangelical Lutheran Church of the Epiphany. This Church is incorporated as a nonprofit corporation under the laws of the State of North Carolina. For purposes of these Bylaws, the terms “the Church”, “the Congregation” and “the Corporation” may be used interchangeably, and any of these terms shall mean Evangelical Lutheran Church of the Epiphany.

Section 2. Principal Office. The principal office of the Church shall be located at 5220 Silas Creek Parkway, Winston-Salem, Forsyth County, North Carolina 27106, which shall also be the registered office of the corporation.

Section 3. Other Offices. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Congregation may from time to time determine.

ARTICLE II -- CONGREGATION MEETINGS

Section 1. Congregation Meetings. An annual meeting of the Congregation shall be held at such time as may be established by continuing resolution of the Congregation Council. The annual meeting of the Congregation shall be devoted to such business as the Congregation Council or the Congregation may determine. The election of the Congregation Council shall take place at an October special meeting of the Congregation called for such purpose. Annual reports of the Congregation shall be presented and received at the annual meeting or at a special meeting of the Congregation called for such purpose. All Congregation meetings (whether annual meetings or special meetings) shall otherwise be called, constituted and conducted in accordance with the provisions of Chapter 10 of the Constitution.

ARTICLE III -- THE CONGREGATION COUNCIL

Section 1. General Powers. The affairs of the Church shall be managed by the Congregation Council (sometimes referred to herein as the Council, which shall function as the Board of Directors of the Church.

Section 2. Constitution and Other Organizational Documents Controlling. The Congregation Council shall be constituted and the affairs of the Church shall be managed and governed in accordance with the provisions of applicable law, the Articles of Incorporation and Constitution of the Church, and in accordance with these Bylaws. The provisions of this Article relating to the number, term and election of members of the Congregation Council shall apply only to the twelve (12) Council members other than the Pastor(s).

Section 3. Number. The Congregation Council shall consist of the Pastor(s) and twelve (12) members of the Congregation.

Section 4. Term. Members of the Congregation Council shall be elected and shall serve for staggered terms of three (3) years each, subject to the provisions of Section 12.02 of the Constitution (respecting the number of consecutive terms any Council member may serve). The term of each newly elected member of the Congregation Council shall commence on the first Sunday in January following their election, said election being conducted pursuant to procedures established by the Congregation Council, not inconsistent with the Constitution and Bylaws.

Section 5. Nomination and Election of Congregation Council Members.

(a) Number to be Elected. Four (4) of the twelve (12) members of the Congregation Council shall be elected at each Election Meeting of the Congregation.

(b) Nomination of Candidates. At least two (2) months prior to the election, the President of the Congregation Council shall appoint an ad hoc Nominating Committee, which shall be responsible for gathering candidates for nomination and election to the Congregation Council. At least one (1) month prior to the election, the Nominating Committee shall submit to the Congregation Council candidates for nomination and election to the Council. The Congregation Council shall nominate at least one (1) candidate for each position on the Congregation Council held by a member whose term is expiring. Each nominee must have agreed in advance to be a candidate for election to the Council. The names of all nominees shall be printed in the Church newsletter published immediately prior to the date of the election and in the Church service bulletins for the two (2) Sundays preceding the election.

(c) Conduct of the Election. The outgoing President of the Congregation Council or a member of the Council appointed by the Council shall preside over the election. Additional nominations may be made from the floor by any member of the Congregation in attendance at the election, provided that the nominee has agreed to serve if elected. After the closing of nominations, members of the Congregation in attendance shall vote by secret ballot. Voting by proxy shall not be permitted. The Nominating Committee shall be responsible for counting all election ballots. The candidates receiving the most votes shall be elected to the Congregation Council. Any ties in the election shall be decided by run-off election, which shall also be conducted by secret ballot. Upon the conclusion of the election (including run-off elections, if any), the outgoing President shall declare the winners as the newly elected members of the Congregation Council.

Section 6. Vacancies. Any vacancy in the Congregation Council may be filled by appointment of the Council as soon as possible after the vacancy occurs and any substitute Council member shall serve for the remainder of the three (3) year term, or until a successor is elected.

ARTICLE IV -- OFFICERS

Section 1. Titles. The officers of the Congregation shall be a President, a Vice President, a Secretary, and a Treasurer. The Congregation Council may also elect one or more additional Vice Presidents, one or more Assistant Treasurers, Financial Secretaries and Assistant Secretaries, and such other officers as it shall deem necessary. Except as otherwise provided in these Bylaws, the additional officers shall have the authority and perform the duties as from time to time may be prescribed by the Congregation Council.

Section 2. Election and Term. The officers of the Congregation shall be elected by the Congregation Council and shall take office beginning on the first Sunday in January following their election. The President, Vice-President and Secretary of the Congregation shall be nominated and elected by the Congregation Council from among the Council members. Each officer shall hold office for one (1) year, or until a successor is elected and qualifies.

Section 3. Removal. Any officer or agent elected or appointed by the Congregation Council may be removed by the council whenever in its judgment the best interests of the Congregation will be served.

Section 4. Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by election and majority vote of the Congregation Council.

Section 5. President. The President shall preside at meetings of the Congregation and of the Congregation Council, shall be the chief executive officer of the Congregation and, subject to the approval of the Congregation Council, shall supervise the management of the Congregation in accordance with these Bylaws. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Congregation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Congregation Council to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Congregation Council from time to time.

Section 6. Vice President(s). A member of the Council shall serve as Vice President, together with such other Vice Presidents as the Congregation Council shall elect from time to time. The Vice Presidents shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice Presidents shall have such other powers and perform such other duties as may be assigned by the Congregation Council.

Section 7. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Congregation and shall receive, deposit or disburse the same under the direction of the Congregation Council; provided, however, that the Council may appoint a custodian or depository for any such funds or securities, and the Council may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the President or the Congregation Council. The Treasurer may be an elected member of the Congregation Council, but if not, may attend and participate in all meetings of the Council in an ex officio capacity.

Section 8. Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Congregation Council, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 9. Financial Secretary. The Financial Secretary shall receive all information pertaining to pledges received from members of the Congregation and shall keep accurate records of all income from contributing members of the Congregation and from other sources.

Section 10. Assistant Financial Secretaries. Each Assistant Financial Secretary shall have such powers and perform such duties as may be assigned by the Congregation Council, and the Assistant Financial Secretary shall exercise the powers

of the Financial Secretary during that officer's absence or inability to act.

Section 11. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Congregation, The Congregation Council, and the various committees and shall give all notices required by law and these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Congregation Council.

Section 12. Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the Congregation Council, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE V -- COMMITTEES

Section 1. Committees. The activities and missions of the Congregation and the resolutions of the Congregation Council shall be pursued and implemented through Committees of the Congregation. The actions of the Committees shall be subject to the review and approval of the Congregation Council.

Section 2. Standing Committees.

(a) Mutual Ministry. The Mutual Ministry Committee shall be responsible for reviewing issues relating to full-time professional ministry staff, ordained and lay. The Committee shall function as a liaison between members of the congregation and the ministry staff. The Committee shall address issues related to the ministry staff which may include, but shall not be limited to, the following:

- (i) Facilitate open communication between the professional ministry staff and the Congregation;
- (ii) Continuing education, sabbatical leave and times of spiritual renewal for the professional ministry staff; and
- (iii) Conflict resolution between ministry staff members and between ministry staff members and members of the congregation.

(b) Congregational Care. The Congregational Care Committee shall coordinate personnel and material resources for the spiritual growth and well-being of the Congregation, and for the support of its members in times of special need. The Committee, in cooperation with other committees of the Church, will also seek to create an environment of fellowship and belonging, in an effort to promote the active participation of Congregation members in Church functions. Church organizations and subcommittees associated with the Congregational Care Committee may include, but need not be limited to the following:

- (i) Stephen Ministry;
- (ii) Women of the Evangelical Lutheran Church in America (WELCA);
- (iii) Lutheran Youth Fellowship of Epiphany (LYFE);
- (iv) Lutheran Men in Mission (LMIM); and
- (v) Older Wiser Lutherans (OWLS)

(c) Education. The Education Committee shall oversee and coordinate all educational activities within the Church. The Committee shall plan, organize and budget for educational programs for adults and children, to promote spiritual development through instruction in the Holy Scripture and other teaching materials approved by the Evangelical Lutheran Church in America and/or the Pastors. Specific responsibilities shall include, but shall not be limited to, providing material resources and instructors or speakers for the Sunday Schools and for other educational programs and activities established by the Congregation. The chairperson of the Education Committee, or a designated representative, will consult with the Pastors and the Council on a regular basis to evaluate current educational programs and to determine the need for new programs.

(d) Worship Ministry. The Worship Ministry Committee shall be responsible for the planning, staffing and implementation of all worship services of the Church. The Committee shall also endeavor to encourage the active participation of members of the Congregation in the worship services. A member of the pastoral staff will provide liaison with the Committee to guide the Committee in matters related to the liturgy of the Evangelical Lutheran Church in America. The Director of Music shall serve as a permanent member of the Committee and will advise the Committee on matters related to the choir, organist schedule, and music ministry. The Worship Ministry Committee shall also be responsible for coordinating the following functions

and activities associated with the worship services of the Church:

- (I) Altar Guild;
- (II) Lectors;
- (III) Ushers;
- (IV) Acolytes and crucifers;
- (V) Communion Assistants; and
- (VI) Nursery.

(e) Social Ministry. The Social Ministry Committee shall endeavor, on behalf of the Church, to extend Christian compassion and helpfulness to persons outside the Congregation in need of aid in body and spirit. To this end, the Committee shall coordinate the Congregation's participation in the Synod's social ministry organizations, community organizations such as Crisis Control and Samaritan Inn, and the Congregation's own refugee relocation program. The Committee shall be responsible for studying critical problems and social conditions in the local and broader communities, and for proposing solutions and action plans to address such problems and conditions.

(f) Campus Ministry. The Campus Ministry Committee shall be responsible for providing spiritual, emotional and educational support to Lutheran students at Wake Forest University and to members of this Congregation who are students at other colleges and universities. To this end, the Committee may organize and staff Sunday School classes for college students, communion dinners, retreats and other gatherings to serve the social and spiritual needs of the students.

(g) Evangelism. The Evangelism Committee shall be responsible for spiritual outreach to visitors of the Church and to the community. The Committee shall also assist in welcoming and recruiting potential new members. Further, the Committee shall concentrate on internal witness to existing members of the Congregation, first to encourage involvement within the Congregation and its organizations, and secondly to strive to retain current members by deepening spiritual life within the Congregation. The Evangelism Committee shall oversee and staff the Greeters program.

(h) Publications. The Publications Committee shall write, prepare and distribute the monthly newsletter of the Congregation, and other publications as shall be assigned to the Committee by the Congregation Council. The Committee shall consult with and advise the newsletter editor on editorial questions or concerns relating to the Church's publications. The Committee shall further strive to utilize the newsletter to fulfill the Congregation's outreach and witness functions. The chairperson of the Publications Committee may be the newsletter editor.

(i) Stewardship. The Stewardship Committee shall endeavor to promote the expression of Christian faith in daily living; to spread knowledge about and encourage involvement in the Church's local, national and world-wide ministries; and to lead the members of the Congregation to higher levels of proportionate giving for the Lord's work. The Committee shall be responsible for the annual pledge campaign and other efforts which lead to informed and grateful giving of time, talent and treasures by the Congregation. The Stewardship Committee shall also work with the Finance Committee to present the annual budget to the Congregation. Through its Volunteer Subcommittee, the Stewardship Committee shall (1) coordinate time and talent information relating to members, and forward such information to the Nominating Committee for its use in the nomination of candidates for the Congregation Council, and (2) identify members of the Congregation to serve in the various ministries of the Church. The chairperson of the Volunteer Subcommittee shall be called the Volunteer Coordinator and shall be a permanent member of the Stewardship Committee. The Financial Secretary shall be an ex officio member of the Stewardship Committee.

(j) Finance. The Finance Committee shall work in cooperation with the Treasurer to manage the Church's financial resources and to oversee all the financial affairs of the Congregation. The Committee shall also ensure prompt payment of all obligations of the Congregation, in accordance with the budget. Subject to the approval of the Congregation Council, the Committee shall be responsible for the Congregation's investments and its insurance programs. It shall also provide for annual audits of the accounts of the Treasurer and the Financial Secretary, as well as the accounts of the organizations within the Church. The Finance Committee shall be responsible for preparing the annual budget for the Congregation. Each such annual budget shall be subject to the review and approval of the Congregation Council. Upon the approval of each annual budget by the Council, the Finance Committee shall work in cooperation with the Stewardship Committee to present the budget (on behalf of the Council) to the Congregation for its approval at a duly called meeting of the Congregation. Upon the approval of each budget by the Congregation, the Finance Committee shall be responsible for overseeing its implementation. The Committee (through its chairperson or the Treasurer) shall report monthly to the Council on the financial position of the Church in relation to the approved budget. The Treasurer and Financial Secretary shall serve as ex officio members of the Finance Committee.

(k) Property. The Property Committee shall be responsible for the management, maintenance and protection of all real and personal property of the Church. The Committee shall advise and consult with the Finance Committee with respect to insurance coverage for the property of the church.

(l) Personnel. The Personnel Committee shall work in cooperation

with the Pastors to oversee and administer the hiring, employment and termination of all full- and part-time employees of the Church, including, but not limited to, called staff. The Personnel Committee shall establish job descriptions for each permanent position (full- or part-time) within the Church. The Committee shall also be responsible for overseeing the Church's compliance with all federal and state employment laws and regulations. The Committee shall conduct annual performance evaluations of all full- and part-time employees of the Church, including called staff. The Committee shall also periodically review with the Pastors the performance of all employees of the Church. In addition, the Personnel Committee shall make annual recommendations to the Finance Committee with respect to salary and benefits (and adjustments thereto) for each employee of the Church, based on the employee's performance evaluation. The Committee shall also address all grievances and other employment-related concerns raised by Church employees.

(m) Strategic Planning. The Strategic Planning Committee shall develop and establish the long-term (i.e., more than one (1) year in advance) goals and objectives of the Congregation, the Congregation Council, and standing committees. Such long-range goals and objectives may include, but shall not be limited to the following:

- (I) long-term maintenance of Church property and the acquisition of additional Church property;
- (II) development of a permanent endowment fund for the Church;
- (III) cultivating congregational involvement and giving;
- (IV) attracting new members to the Church; and
- (V) attracting and retaining Pastors who are spiritual leaders and who fulfill the spiritual needs of the Congregation.

The Strategic Planning Committee's principal duty shall be planning (as distinguished from implementation) which shall be the responsibility of the Congregation Council, and the standing committees. The Strategic Planning Committee shall meet with each standing committee at least once each year to further develop goals and objectives and to develop specific strategies for implementing and achieving the long-term goals and objectives.

(n) Constitution and Bylaws. The Constitution and Bylaws Committee shall be responsible for the drafting, adoption, revision and implementation of the Constitution and Bylaws, in order to ensure that the organizational needs and objectives of the Church are met. The Constitution and Bylaws Committee shall also assist the Congregation Council with questions of interpretation of the Constitution and Bylaws. The Committee shall also assist the President of the Congregation Council in the submission of the Constitution and/or Bylaws (or any amendments thereto) to the Congregation and to the Synod (if necessary) for adoption and/or approval.

(o) Epiphany Early Childhood Center. The Epiphany Early Childhood Center Committee shall oversee the operation of the Center and the Center's Director. It shall assure compliance with all local, state and federal laws pertaining to the operation of early childhood centers. The Committee shall establish and evaluate policies for the Center's operation in, but not exclusive to, areas of staffing, finance, programs for family enrichment and congregation/center relations. The Committee shall meet monthly, and the Director shall report to the Congregation Council at its monthly meeting. The Committee shall be comprised of four members of the congregation, two parents of children enrolled in the Center and three members serving ex officio, the Center's Director and Treasurer, and the Pastor. All members shall have voice and vote. The four congregation members shall serve two-year terms commencing in January renewable once, and shall be appointed by the Congregation Council with the consent of the congregation given at the annual meeting of the congregation. The parent members shall be appointed by the Director with the consent of the Committee, and shall serve one year commencing in August renewable once.

(p) Hospitality Committee. The Hospitality Committee shall plan and organize hospitality events of the congregation for the purpose of extending the Church's Christian fellowship and welcome to members of the congregation and to the community.

(q) Endowment Committee. The Endowment Committee shall administer The Evangelical Lutheran Church of the Epiphany Endowment Fund, the fund having been approved by the Congregation at its 12 January 2003 annual meeting. The Endowment Committee shall consist of six (6) voting members of the congregation. The six (6) members of the committee shall be appointed by the Congregation Council and confirmed by the Congregation at the Annual Congregation Meeting to serve a term of three (3) years beginning January 1 and ending December 31. Terms shall be staggered so that each year two (2) members of the Committee shall have their terms end. A vacancy on the committee shall be filled by the Congregation Council to serve until the end of the vacant member's term. Members of the Committee shall not serve more than six (6) consecutive years. After a lapse of one year, a former member of the Committee may be reappointed. The

Committee shall govern itself in accordance with the provisions of the resolution approved by the Congregation at the 12 January 2003 Annual Congregation Meeting.

(r) Memorial Gardens and Columbarium Committee. The Memorial Gardens and Columbarium Committee (Memorial Gardens Committee) shall administer The Evangelical Lutheran Church of Epiphany Memorial Gardens and Columbarium, which was approved by the Congregation at a Called Congregational Meeting on August 3, 2003. The Memorial Gardens Committee shall consist of voting members, including the Senior Pastor and an Administrator, both appointed by the Congregation Council. The voting members' term shall be staggered so that each year, one member of the Memorial Gardens Committee shall have their term end. The Administrator, who is the custodian of all books and records of the columbarium, is appointed for an indefinite period. The responsibilities of the Memorial Gardens Committee are the review and approval of the sale of each niche, based upon published guidelines.

Section 3. Committee Chairpersons. The Council shall appoint chairpersons for the standing committees of the Congregation. Each committee chair shall serve for a term of one (1) year commencing with his or her approval by the Congregational Council. Any chairperson shall be eligible to serve an additional one (1) year term. Any vacancy in the chair of any committee may be filled by appointment of the Council as soon as possible after the vacancy occurs. Any such substitute committee chairperson shall serve for the remainder of the one (1) year term, or until a successor is nominated and approved.

Section 4. Other Duties of Committees. Except as expressly provided in these Bylaws, the duties of all committees (whether standing or ad hoc) shall be assigned by the Congregation Council, along with such instructions as the Council in its judgment considers to be in the best interests of the Congregation. The duties of any committee may be delegated to and performed by one or more subcommittees, whose activities shall be overseen by the chairperson of the committee delegating such duties.

Section 5. Other Committees. Other committees not having and exercising the authority of the Congregation Council in the management of the Church may be created and designated by a resolution adopted by a majority of the Council members present at a meeting at which a quorum is present. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 6. Minutes. Each committee of the Church shall take accurate minutes of every committee meeting. A copy of each committee's minutes shall be forwarded promptly by the chairperson to the Secretary of the Congregation Council. The Secretary of the Congregation Council shall maintain minutes books containing copies of such committee minutes with the minutes and other record of proceedings of the Congregation and of the Congregation Council.

Section 7. Annual Budget. Each standing committee shall prepare and submit to the Council a proposed annual operating budget for the purchase of services and supplies, or other disbursements of funds, which are necessary or appropriate to carry out the programs, goals and objectives of the committee for the upcoming year. The annual budgets of all standing committees shall be submitted according to the budgetary schedule established from time to time by continuing resolution of the Congregation Council.

ARTICLE VI -- INDEMNIFICATION OF COUNCIL MEMBERS AND OFFICERS

Section 1. General Policy. It shall be the policy of the Church to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina the Congregation Council members and officers and former Congregation Council members and officers of the Church, and persons who serve or have served at the request of the Church as directors or officers of another corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in the connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (hereinafter referred to as a proceeding) and against reasonable expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Church Funds for Indemnification. The Church may also advance expenses in connection with any proceeding to any indemnified person in accordance with applicable law. The use of funds of the Church for indemnification or for purchase of directors and officers insurance shall be deemed a proper expense of the Church.

ARTICLE VII -- GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation shall bear the legal corporate name of the Church and the letters "N.C."

Section 2. Waiver of Notice. Whenever a notice is required to be given to a Congregation Council member or other person under the provisions of these Bylaws, the Articles of Incorporation, the Constitution or by applicable law, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be equivalent to giving the notice.

Section 3. Checks. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Congregation Council may from time to time designate.

Section 4. Bond. The Congregation Council may by resolution require any or all officers, agents or employees of the Church to give bond to the Church, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Council.

Section 5. Loans. No loans shall be contracted on behalf of the Church and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Congregation Council. Such authority may be general or confined to specific instances.

Section 6. Fiscal Year. The fiscal year of the Church shall be the calendar year.

Section 7. Church Calendar. The calendar of business and events of the Church may be established (and may be amended from time to time) by continuing resolution of the Congregation Council.

Section 8. Organizational Chart. The organization chart attached hereto as Exhibit A shall be deemed incorporated in these Bylaws by reference for illustration purposes.

Section 9. Conflicts with the Constitution. In the event any term or provision contained in these Bylaws conflicts with any term or provision in the Constitution of the Church, the Constitution shall be controlling.

Section 10. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of (1) a majority of the Congregation Council at any annual, regular or special meeting of the Council, and (2) a majority of the Congregation of the Church at any annual, regular or special meeting of the Congregation; provided, however, that notice of the meeting shall have been given to the Council members or the members of the Congregation (as the case may be), which notice shall include the proposed amendment or a summary of the proposed changes or else shall have been waived as provided in these Bylaws.

Section 11. Interpretation of Bylaws. As the duly elected representatives of the Congregation, the Congregation Council shall have the final authority in matters relating to the interpretation and application of these Bylaws.

Section 12. Definition of "Inactive Member". For purposes of Section 8.05 of the Constitution, an "inactive member" shall be defined as any member of the

Congregation who has neither communed (of record) with nor contributed to this Congregation for one calendar year, as reflected in the financial and communion records of the Congregation. At the December meeting of the Congregation Council, the Secretary of the Congregation shall present the names of all inactive members of the Congregation to the Council. Any or all of such inactive members may be removed from the rolls of the Congregation upon a majority vote of the Council.

* * * * *

THIS IS TO CERTIFY that the above Bylaws of Evangelical Lutheran Church of the Epiphany were adopted by the Congregation Council at a duly called meeting held on April 16, 2002 were submitted to and approved by the Congregation of the Church on January 12, 2003 in accordance with Chapter 16 of the Church Constitution, and were mailed (for informational purposes) to the North Carolina Synod of the Evangelical Lutheran Church in America on May 18, 2005 in accordance with Section 16.04 of the Constitution.

This the 7th day of February,
2007.

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Secretary

Robert P. Maltzahn ,

{Corporate Seal}