

AMENDED AND RESTATED BYLAWS OF VINEYARD USA

I PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is fixed and located at P.O. Box 2089, Stafford, Texas 77497. The Executive Team may, at any time or from time to time, change the location of the principal office from one location to another.

II MEMBERSHIP

Section 1. Members

The membership of this corporation shall be open to any church body which, through its senior pastor, acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation, to the Vineyard Theological and Philosophical Statements, and to the Trade Name and Trademark License Agreement (e.g., is or becomes a “Vineyard” church), who is committed to the priorities and to its values (explicitly including the 3% giving requirement established by Vineyard USA), and who is approved by the Executive Team or that person or those persons the Executive Team assigns to approve churches for affiliation. Such members are not legal members.

Section 2. Legal Members

The legal members of this corporation shall consist of the Executive Team only, which shall always include the National Director. Death, resignation, or removal of any Executive Team member, as provided in these bylaws, automatically terminates his/her membership as a legal member of this corporation. Selection of a successor as provided in these bylaws shall operate to select a person to legal membership in this corporation.

Section 3. Associate Membership

Associate members are active senior pastors of local Vineyard churches in good standing in Vineyard USA. Associate members are not legal members.

Section 4. Rights of Members

Each legal member of this corporation shall be entitled to vote with respect to matters within the scope of authority of the Executive Team. Associate members shall not have any legal rights but shall be able to serve on national ministries and initiatives of the corporation, in the discretion of the Executive Team.

Section 5. Resignation of Legal Members

Except as provided herein, any legal member may resign, which resignation shall be effective upon given written notice to the President/National Director and the Secretary of the Executive Team unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the National Director may appoint a successor to take office when the resignation becomes effective. No member may resign if the corporation would then be left without a duly elected Executive Team member in charge of its affairs, or would otherwise be jeopardized before the law.

Section 6. Termination of Members

- A. An Associate Member shall be automatically terminated when he/she is no longer the senior pastor of an officially recognized Vineyard USA church.
- B. Legal Members will be terminated when they cease to be recognized as a member of the Executive Team in accordance with the stipulations for removal as spelled out in other places in this document.

III EXECUTIVE TEAM

Section 1. Number of Executive Team Members

The Executive Team shall consist of the President/National Director and no less than six (6) and no more than twelve (12) other persons appointed by the President/National Director; provided, however, any such appointments may be for a limited time, or staggered throughout the National Director's appointment, in the National Director's sole discretion. All members of the Executive Team shall be members of Vineyard USA.

Notwithstanding the foregoing, the National Director shall have the power to appoint up to three (3) limited-appointment Executive Team members (the "Limited Appointment Executive Team Members"), whose

powers shall include all powers of the Executive Team, except the right to vote for appointment and/or approval of a National Director. The term of each Limited Appointment Executive Team Member shall be one (1) year, but may be staggered and/or terminated in the National Director's sole discretion.

Section 2. Quorum

A simple majority of the Executive Team shall constitute a quorum for the transaction of business.

Section 3. Powers of Executive Team

Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of Texas law, all affairs of the corporation shall be controlled by the Executive Team. This provision is intended to be construed broadly, in favor of the Executive Team having authority over such matters.

Section 4. Selection and Term of Office

The term of office of each Executive Team member shall be five (5) years or until his/her successor is selected. Notwithstanding the foregoing, in the event an Executive Team member fills a vacancy, for any purpose, the term of such Executive Team member shall end at the same time as all other then-appointed Executive Team members.

Section 5. Vacancies

- A. Vacancies in the Executive Team shall be filled by appointment of the National Director. In the event that there is not a National Director in place at the time of the vacancy, the existing Executive Team, even without a quorum, may fill the vacancy. A successor Executive Team member so selected shall serve for the unexpired term of his/her predecessor.
- B. No reduction of the authorized number of Executive Team members shall have the effect of removing any Executive Team member before that his/her term of office expires.

Section 6. Removal

An Executive Team member may be removed from office for cause, by the vote of a majority of the Executive Team members (other than any Limited Appointment Executive Team Member), or by virtue of his/her termination from the office.

Section 7. Compensation of Executive Team Members

Executive Team members may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by recommendation of the Financial Team to be just and reasonable.

Section 8. Reliance on Recommendations of Financial Team.

The Executive Team may, in good faith, rely on findings and recommendations made by the Financial Team in exercising the powers of the Executive Team.

IV FINANCIAL TEAM

Section 1. Number of Members

The Financial Team shall consist of the President/National Director and no less than three (3) and no more than five (5) other persons selected by the President/National Director, who shall not be related to each other or to the President/National Director. All members of the Financial Team are deemed Associate members of Vineyard USA.

Section 2. Quorum

A simple majority of the Financial Team shall constitute a quorum for the transaction of business.

Section 3. Powers of Financial Team

Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of Texas law, the

Financial Team has the power to investigate, analyze and recommend action to the Executive Team concerning the financial affairs of the corporation. Without limiting the foregoing, the Financial Team shall have the following powers:

- A. To investigate and analyze the financial affairs of the corporation, to determine the compensation of the National Director, and to make recommendations to the Executive Team concerning such matters.
- B. Use a corporate seal in connection with matters within the scope of authority of the Financial Team.

The Financial Team has the duty to exercise due diligence and reasonable care in investigating, analyzing and recommending any matter within its scope of responsibility.

Section 4. Term of Office

The term of office of each Financial Team member shall be five (5) years or until his/her successor is selected; provided, however, any such appointments may be for a shorter time, or staggered throughout the National Director's appointment, in the National Director's sole discretion. Notwithstanding the foregoing, in the event a Financial Team member fills a vacancy, for any purpose, the term of such Financial Team member shall end at the same time as all other then-appointed Financial Team members, except as otherwise stated herein.

Section 5. Vacancies

- A. Vacancies in the Financial Team shall be filled by appointment of the National Director. In the event that there is not a National Director in place at the time of the vacancy, the existing Executive Team, even without a quorum, may fill the vacancy. A successor Financial Team member so selected shall serve for the unexpired term of his/her predecessor.
- B. No reduction of the authorized number of Financial Team members shall have the effect of removing any Financial Team member before that Financial Team member's term of office expires.

Section 6. Removal

A Financial Team member may be removed from office for cause, by the National Director and/or a majority vote of the Executive Team members, or by virtue of his/her termination from the office.

Section 7. Compensation of Financial Team Members

Financial Team members may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Financial Team to be just and reasonable, subject to the Executive Team's final determination.

V COUNCIL

Section 1. Number of Council Members

The Council shall consist of the President/National Director, the Executive Team, all Regional Leaders, and all National Ministries Leaders (and each of their spouses). Except as set forth herein, the members of the Council are not legal Members of the corporation.

Section 2. Quorum

A simple majority of the Council shall constitute a quorum for the transaction of business.

Section 3. Powers of Council

Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of Texas law, the Council has authority to research, investigate and make recommendations concerning leadership in the Vineyard movement. Without limiting the foregoing, a majority vote of the Council shall be required to change the organization's statement of faith and/or statement of values.

Section 4. Selection and Term of Office

The term of office of each Council member shall be five (5) years or until his/her successor is selected; provided, however, any such appointments may be for a limited time, or staggered throughout the National Director's appointment, in the National Director's sole discretion. Notwithstanding the foregoing, in the event a Council member fills a vacancy, for any purpose, the term of such Council member shall end at the same time as all other then-appointed Council members.

Section 5. Vacancies

- A. Vacancies in the Council shall be filled by appointment of the National Director. A successor Council member shall serve for the unexpired term of his/her predecessor.
- B. No reduction of the authorized number of Council members shall have the effect of removing any Council member before that his/her term of office expires.

Section 6. Removal

A Council member may be removed from office for cause, by determination of the National Director, or by virtue of his/her termination from the office.

Section 7. Compensation of Council Members

Council members may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by recommendation of the Financial Team to be just and reasonable.

VI MEETINGS

Section 1. Annual Meeting

There will be an annual meeting of the Financial Team and of the Executive Team of this corporation. The President/National Director shall determine the time and place. Written notice of the time and place of the annual meeting shall be delivered by mail or other written communication, including via email, to each legal member, addressed to him at his address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be sent at least five (5) days before the date of the meeting.

Section 2. Special Meetings

- A. Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the President/National Director of the corporation or by any two (2) members of the Executive Team.

- B. Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.
- C. The transactions of any meeting of the members of this corporation, however called and noticed, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the legal members not present waives notice, or consents to the meeting, or approves the minutes. All such waivers, consents, or approvals shall be either written or oral and shall be noted in the corporate records or made a part of the minutes of the meeting. The refusal or failure of any member to appear in a meeting, waive notice, or approve minutes of a meeting, shall not operate to invalidate a meeting otherwise legally held.

Section 3. Telephonic and/or Electronic Meetings

Any meeting, regular or special, may be held by conference telephone, electronically, or similar communication equipment, so long as all members participating in the meeting can hear one another, and all such persons shall be deemed to be present in person at such meeting.

Section 4. Quorum

A quorum for any meeting of the Financial Team or Executive Team shall be a majority of Financial Team members or Executive Team members, as the case may be.

Section 5. Waiver of Notice

The transactions of any meeting of the Financial Team or Executive Team, as the case may be, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Financial Team member or Executive Team member who attends the meeting. Notice of a meeting shall also be deemed given to any Financial Team member or Executive Team member who attends that meeting without protesting before or at its commencement about the lack of adequate notice. Notwithstanding the foregoing, an Executive Team or Financial Team member's refusal or failure to appear in a meeting, waive notice, or approve minutes of a meeting, shall not operate to invalidate a meeting otherwise legally held.

Section 6. Adjournment

A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the members who were not present at the time of the adjournment.

Section 8. Action without Meeting

Any action required or permitted to be taken by the Financial Team or Executive Team, as the case may be, may be taken without a meeting, if all such members, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Financial Team or Executive Team members, as the case may be. Such written consent or consents shall be filed with minutes of the proceedings of the Financial Team or Executive Team.

Section 9. Place and Time of Meetings

Regular meetings may be held at any place that has been designated by the President/National Director, and at any time designated by the President/National Director.

Section 10. Organization Meeting

Except as otherwise permitted in these Bylaws, the Financial Team and Executive Team shall each hold regular annual meetings for the purpose of exercising their respective powers and/or as otherwise required by law.

Section 11. Meetings

- A. Meetings of legal Members for any purpose or purposes may be called at any time by the President/National Director or any two (2) Financial Team Members or Executive Team members, as the case may be.

- B. Written notice of the time and place of meetings shall be delivered personally to each Member or sent to each Member by mail or by other form of written communication, including via email, charges prepaid, addressed to him/her at his address as it is shown on the records of this corporation, or if not ascertainable, at the place at which the meetings of the Financial Team members or Executive Team members are regularly held. The notice shall be mailed at least three (3) days before the time of the meeting. The transaction of any meeting, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting, each of the Members not present a waiver notice, or consents to the meeting, or approves the minutes. All such waivers, consents, or approvals shall be either written or oral and shall be noted in the corporate records or made a part of the minutes of the meeting.

Section 12. Proxies

- A. To the fullest extent allowed by law, the members waive any right to vote by proxy (e.g., the person entitled to vote shall be the person actually casting the vote). If applicable law prohibits the waiver of voting by proxy or otherwise invalidates this Section 12(A), then the following provisions relating to voting by proxy will apply:
- B. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, provided such proxy shall be a member of the team or council casting such vote (e.g., Executive Team, Financial Team, Council, etc.), signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.
- C. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (b) by written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy.

The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the Texas Nonprofit Corporation Law.

- D. In any selection of Financial Team members or Executive Team member, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to

participate in the selection of Financial Team members or Executive Team members is withheld, shall not be counted either for or against the selection of a Financial Team member or Executive Team member. Failure to comply with this paragraph shall not invalidate any corporate selection, but may be the basis for challenging the proxy at a meeting.

- E. Any proxy concerning matters requiring a vote of the members of an amendment to the Articles of Incorporation; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets; the merger with another corporation or the amendment of a merger agreement; or the voluntary dissolution of the corporation shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.
- F. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

VII NATIONAL MINISTRIES AND INITIATIVES

Section 1. National Ministries and Initiatives and Teams

The President/National Director may, by resolution adopted by a majority of the Executive Team members then in office, or by appointment by the National director, designate one or more national ministries and/or initiatives, including the team members comprising such national ministries or initiatives, to serve at the pleasure of the Executive Team. Any national ministry and/or initiative team may, as a whole, to the extent provided in the resolution of the Executive Team or as directed by the National Director, have all the authority of the Executive Team, except that no national ministry or initiative team, regardless of Executive Team resolution or directive given by the National Director, may:

- A. Take any final action on matters which, under the Nonprofit Corporation Law of Texas, also requires members' approval.
- B. Fill vacancies on the Financial Team or in any national ministry or initiative.
- C. Fix compensation of the members of the Financial Team or on any national ministry or initiative.
- D. Amend or repeal bylaws or adopt new bylaws.
- E. Amend or repeal any resolution of the Executive Team which, by its express terms, is not so amendable

or repealable.

- F. Appoint any other national ministries or initiatives.
- G. Expend corporate funds to support a nominee for Executive Team member.
- H. Approve any transaction (1) to which the corporation is a part and one or more Financial Team members or Executive Team members have a material financial interest; or (2) between the corporation and one or more of its Financial Team members or Executive Team members or between the corporation or any person in which one or more of its Financial Team members or Executive Team members have a material financial interest.

Section 2. Meetings and Actions of National Ministries and Initiatives

Meetings and actions of national ministries and initiatives shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws, concerning meetings, with such changes in the context of those bylaws as are necessary to substitute the national ministries and initiatives and its members for the Financial Team and Executive Team, and their respective members, except that the time for regular meetings of national ministries and initiatives may be determined either by the President/National Director or by resolution of the Financial Team or Executive Team. Notice of special meetings of national ministries and initiatives shall also be given to any and all alternate members, who shall have the right to attend all meetings of the national ministries and initiatives. Minutes shall be kept of each meeting of any national ministries and initiatives and shall be filed with the corporate records. The President/National Director, Financial Team or the Executive Team, as the case may be, may adopt rules for the government of any national ministries and initiatives not inconsistent with the provisions of these bylaws.

VIII OFFICERS

Section 1. Officers

The officers of this corporation shall be a President/National Director, Vice President, Secretary, and Treasurer, and such other officers the President/National Director may appoint. A person, other than the President/National Director, may hold more than one of these offices. Officers other than the President/National Director need not be members of the Financial Team or Executive Team.

Section 2. President/National Director

- A. As President/National Director of the corporation, the President/National Director shall have general supervision, direction, and control of the business and affairs of the corporation. He/She shall preside at all meetings of the members, Financial Team members and Executive Team, and shall have such other powers and duties as may be prescribed from time to time by the Executive Team.
- B. Duties and Responsibilities
- (1) Pastor Vineyard USA
 - (2) Serve as President/National Director of the corporation
 - (3) Appoint Regional Leaders and other Financial Team Members.
 - (4) Establish and maintain a team to give leadership to the national movement
 - (5) Provide vision and theological expression for the movement
 - (6) Nurture godliness in the movement
 - (7) Keep the DNA before the movement and work at keeping it a vital part of all ministries of the corporation
 - (8) Pastor the Regional Leaders
 - (9) Establish an annual budget to be approved by the Financial Team and administrate the budget after it is approved
 - (10) Oversee all national ministries and initiatives, and other ministries
 - (11) Give oversight to the national office (including hiring personnel) so the ongoing administrative needs of the movement are taken care of
 - (12) Represent the corporation to the wider church and the general public
 - (13) Lead the Financial Team and Executive Team
 - (14) Publish communication and educational materials

- (15) Plan, administrate, and lead all national conferences
- (16) Put together an annual corporation calendar
- (17) Watch over the theology and practices of Vineyard USA
- (18) Nurture relationships within Vineyard USA with the goal of good Christian community
- (19) Stimulate missions of Vineyard USA
- (20) Serve as the Chairman of the Board of Vineyard Missions USA, Vineyard Resources, and Vineyard Worship USA

C. The President/National Director has the authority and right to:

- (1) Delegate responsibilities to others without the approval of the Executive Team except such responsibilities as can only be performed by the President/National Director of the corporation as Chairman
- (2) Put together a leadership team to assist him/her in leading the national organization
- (3) Hire and fire personnel within the limits imposed by the budget

D. Election to Office

The President/National Director will be selected in accordance with the following procedures (except with respect to re-appointment by the Executive Team):

- (1) Any current senior pastor of a Vineyard church in the United States, and other individuals in categories designated by the Executive Team, may submit nominations for the National Director at any time designated by the Executive Team in the year preceding the appointment, which shall be a period of no less than thirty (30) days (the "Nomination Period"). Nominations shall be in a form designated by the Executive Team and shall be received by the Executive Team on or before the last day of the Nomination Period. Each such senior pastor may nominate one (1) person, and such nomination is made on behalf of the applicable Vineyard church led by such senior pastor.
- (2) Within fifteen (15) days of the close of the Nomination Period, the then- current Executive Team shall select the top ten (10) to fifteen (15) candidates who receive at least three (3) votes based on the number of nominations actually received (each a "Candidate"). In the event of a tie between Candidates, the Executive Team may determine which of the Candidates is selected to proceed, in

its sole discretion. Each Candidate shall be notified in writing, and must indicate, in writing, within fifteen (15) days whether such Candidate would, if elected, accept the position of President/National Director. Each Candidate shall have the right to withdrawal from the nomination process at any time.

- (3) With respect to each Candidate continuing in the nomination process, the Executive Team may commence a background investigation and vetting process, which may include various psychological tests, for a period of approximately sixty (60) days (the "Vetting Process").
- (4) Upon completion of the Vetting Process, the Executive Team will be permitted a reasonable time to confidentially discuss the candidates, and thereafter will elect a new President/National Director from the pool of candidates (the "Preliminary Election"). The Preliminary Election will be based on a weighted vote of the Executive Team in which each member of the Executive Team will cast three votes, each for a separate Candidate, as follows: (a) the first vote is for three "points"; (b) the second vote is for two "points"; and (c) the third and final vote is for one "point." The Executive Team will then total the votes, and the Candidate with the most "points" will be selected. At such time, the Executive Team will notify each Vineyard church in the United States of the result of the Preliminary Election, and provide a means for each Vineyard church to vote to ratify such Preliminary Election within fifteen (15) days of the Preliminary Election notice (the "Ratification Process").
- (5) In the event a majority of the votes actually received ratify the Preliminary Election, the Candidate will be officially appointed as the new President/National Director. In the event the majority of the votes do not ratify the Preliminary Election, the Executive Team may make an ad-hoc appointment.
- (6) The newly appointed President/National Director shall accept or reject such appointment immediately, to take office at the beginning of the applicable term.

E. Accountability

The President/National Director is the senior executive in the movement and thus is not to be evaluated in terms of the specific functions he/she carries out. Rather, he/she is to be evaluated in terms of the health of the movement. The Executive Team is responsible for evaluating his/her performance, at necessary intervals. The Executive Team shall exercise the herein described rights in consultation with the Council; provided, however, the determination of the Executive Team shall be final.

F. Term of Office

The term of office is five (5) years. The Executive Team may reappoint the President/National Director to consecutive terms upon approval.

Section 3. Subordinate Officers

The President/National Director, subject to ratification of the Executive Team, may appoint any other officer that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Executive Team.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Executive Team.

Section 5. Removal of Officers

A. National Director

The National Director may be removed and/or corrected only upon the affirmative vote of not less than three-quarters (3/4) of the Executive Team members. The basis for any such removal shall be limited to: (1) significant departure from Vineyard USA's Statement of Faith; (2) substantial departure from biblical norms of behavior, as interpreted by the three-quarter (3/4) vote of the Executive Team; and/or (3) failure to faithfully fulfill the duties of the National Director as described in these bylaws.

B. Other Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Executive Team, at any regular or special meeting of the Executive Team.

Section 6. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7. Vice President

The Vice President shall be nominated by the President/National Director and approved by simple majority of the Executive Team. The term shall be for five (5) years, not to exceed the then-current National Director's appointment, subject to a shorter term as provided herein. In the absence or disability of the President/National Director, the Vice President shall perform all the duties of the President/National Director and in so acting shall have all the powers of the President/National Director. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Executive Team.

Section 8. Secretary

The Secretary shall be nominated by the President/National Director and approved by the Executive Team. The term shall be for five (5) years, not to exceed the then-current National Director's appointment, subject to a shorter term as provided herein. The Secretary shall keep a full and complete record of all the proceedings of the Executive Team, shall keep the seal of the corporation and affix it to such papers as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Executive Team.

Section 9. Treasurer

The Treasurer shall be nominated by the President/National Director and approved by simple majority of the Executive Team. The term shall be for five (5) years, not to exceed the then-current National Director's appointment, subject to a shorter term as provided herein, and shall include the following responsibilities:

- A. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the book or books that may be designated by the Executive Team.

Those funds shall be paid out electronically, or on checks of the corporation signed by the President/National Director, Vice President, Treasurer or Secretary or by such person(s) as may be designated by the Executive Team as authorized to sign and/or authorize them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Executive Team.

Section 10. Successor Officers

The Executive Team may designate an individual to fill a vacancy and/or complete the term in any office of the corporation prior to the occurrence of such vacancy. When a vacancy occurs in an office for which a successor has been so designated by the Executive Team, the designee shall be immediately vested with all of the powers, duties, and rights of such office.

IX REGIONAL LEADERS

Section 1. Appointment to Office

The Regional Leader is appointed by the National Director. This appointment is then confirmed by the Executive Team.

Section 2. Communication Lines, Interaction and Evaluation

The Regional Leader is a member of the Council. He/She is directly responsible to the National Director.

Section 3. Term of Office:

The Regional Leader serves the National Director and Executive Team. The Regional Leader serves a five (5) year term, co-terminus with all other Regional Leaders. He/She may succeed himself or herself. Should he/she be requested by the National Director to serve an additional term or terms, he/she will be nominated to the additional terms by the National Director and approved by the Executive Team. The Regional Leader may be removed from office by a simple request of the National Director or by a majority vote of the Executive Team. The National Director shall make no changes in Regional Leaders if the National Director is under a disciplinary action that might lead to his/her removal by the Executive Team.

Section 4. Duties and responsibilities:

The Regional Leader is responsible to lead the Region in growth and community. Some specific duties and responsibilities are:

A. Responsibilities to the Region

- (1) Establish a Regional Vision and lead the region into that vision. This vision will be in accordance with the vision of Vineyard USA.
- (2) Set goals and strategies for the Region. These goals will include annual goals for church planting and adoptions.
- (3) Establish, and lead a leadership team that will facilitate the accomplishment of Regional objectives.
- (4) Facilitate care for the pastors.
- (5) Nurture a sense of community among the churches in the Region.
- (6) Assist local Vineyards to become strong and healthy.
- (7) Assist churches, when requested, in the placement of new pastors.
- (8) Provide training for pastors for the various leadership positions in the Region.
- (9) Establish and maintain good lines of communication within the Region
- (10) Develop and administrate an annual Regional budget.
- (11) Protect Vineyard USA's name.
- (12) Maintain required giving by churches in the Region

B. Responsibilities to the National Office

- (1) Serve the National Organization as requested by the National Director.
- (2) Carry out all administrative assignments given by the National Office.
- (3) Report to the National Director as requested
- (4) Give an annual financial report to the National Office for all funds spent by the Region.
- (5) Encourage every church to report in the annual census administrated by the National Office.
- (6) Update data from Vineyards in the Region that is in the Vineyard USA data base as requested by the

National Office.

X RECORDS AND REPORTS

Section 1. Maintenance of Articles and Bylaws

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Texas, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date.

Section 2. Maintenance of Other Corporate Records

The accounting books, records, and minutes of proceedings of the members and the Financial Team, Executive Team, and any national ministry and initiatives shall be kept at such place or places designated by the Executive Team or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form

Section 3. Inspection

Every Executive Team member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. The rights of any Financial Team member to inspect the books and records of the corporation shall be in the discretion of the Executive Team and/or the National Director, as the case may be.

XI AMENDMENT OF BYLAWS

These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the members of the Executive Team at an Executive Team meeting, except that a bylaw fixing or changing the

number of members of the Executive Team may be repealed only by the vote of written consent of two-thirds of the Executive Team.

XII INDEMNIFICATION OF LEGAL MEMBERS AND OFFICERS

The corporation may, to the maximum extent permitted by the Corporations Code of Texas, indemnify each of its Financial Team members, Executive Team members, legal Members, and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Financial Team member or officer of the corporation and shall advance to such Financial Team member or officer expenses incurred in defending any such proceeding to the maximum extent permitted by such law. For purposes of this section, a "Financial Team member," "Executive Team member," or "officer" of the corporation includes any person who is or was a Financial Team member, Executive Team member, or officer of the corporation, or is or was serving at the request of the corporation as a Financial Team member, Executive Team member, or officer of a corporation or of another enterprise at the request of such predecessor corporation. The Financial Team may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Corporations Code of Texas.

XIII ANNUAL ACCOUNTING PERIOD

The annual accounting period for this corporation shall end on December 31 and shall begin on the first day of January.

XIV RITES OF ORDINATION

It is the prerogative of the local church to ordain and/or license ministers of the Gospel. It is strongly recommended that only those who are clearly called and set apart for lifetime service be considered for ordination.

XV MISCELLANEOUS

Section 1. Execution of Documents

The Executive Team may authorize any officer or officers, agent or agents, to enter into

any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent, or other person shall have any power or authority to bind Vineyard USA by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Rules of Order

The rules contained in Roberts Rules of Order, revised, shall govern all business Financial Team and Executive Team meetings of Vineyard USA, except in instances of conflict between said Rules of Order and the Articles or Bylaws of the corporation or provisions of law.

Section 3. Ecclesiastical Matters and Business Matters

All ecclesiastical matters relating to the spiritual health of Vineyard USA, matters of doctrine and interpretation, direction of ministry, leading and discernment for initiating or terminating ministry activities, and any other matters reasonably connected to spiritual leadership shall be the sole prerogative of the President/National Director and the Executive Team.

The Executive Team shall also be specifically concerned with matters of finance and facilities and the business matters of Vineyard USA that directly relate to the public trust of the corporate assets; provided, however, the Financial Team shall exercise due diligence and reasonable care in investigating, analyzing and recommending action concerning these matters.

Section 4. Identification and Consent of Members

It is the policy of Vineyard USA, under these Bylaws, that any church which is a member of Vineyard USA shall be subject to the President/National Director and the Executive Team, and consents to be bound by all

provisions of these Bylaws and policies as set forth by the President/National Director or Financial Team to the degree to which they are applicable, recognizing the autonomous nature of the local church.

Section - Discipline of Members

All disciplinary actions are considered to be ecclesiastical matters under these Bylaws in keeping with spiritual mandates of righteous living and conduct according to the Christian Bible.

XVI
CERTIFICATE OF SECRETARY

I the undersigned do hereby certify:

1. That I am the duly elected and acting secretary of Vineyard USA.
2. That the foregoing Bylaws, consisting of twenty-one (21) pages, exclusive of cover sheet and table of contents, constitute the Bylaws of said corporation as duly adopted by the Incorporator on February 28, 2012, as amended.

IN WITNESS WHEREOF, I have executed this Certificate as of this ___ day of _____, 2018.

By: _____

Christian Weber
Vineyard USA
Secretary