

IN THE CIRCUIT COURT FOR PRINCE GEORGE'S COUNTY, MARYLAND

RODERICK CHAVEZ, et al. :

Plaintiff, :

v. :

CAL 12-3774

**JERICO BAPTIST CHURCH
MINISTRIES, INC., et al.** :

Defendants. :

**DEFENDANTS' MOTION TO DISMISS OR IN THE
ALTERNATIVE, MOTION FOR SUMMARY JUDGMENT**

Defendants Jericho Baptist Church Ministries, Inc. (the "Church"), the Board of Trustees of Jericho Baptist Church Ministries, Inc. (the "Board" or "Trustees") and Gloria McClam-Magruder, Dorothy L. Williams, Denise Killen, Clarence D. Jackson, Clifford Boswell and Lynda Pyles (the "Individual Defendants") (who are collectively referred to as "Defendants"), by and through their counsel, Isaac H. Marks, Sr., Bamidele Alexander, and the Law Office of Isaac H. Marks, Sr., LLC, pursuant to Maryland Rules 2-322(b)(2) and 2-501, hereby move this Honorable Court to dismiss the Complaint for Writ of Mandamus, Declaratory Judgment, Equitable Relief, and Enforcement of Statutory Rights (Plaintiffs' "Complaint") filed by Plaintiffs Roderick Chavez, Barbara Jackson, Bessie Ashworth, Trenillo Walters, and Charlease Logan ("Plaintiffs") for failure to state a claim upon which relief can be granted or, in the alternative, grant Defendants summary judgment inasmuch as there is no genuine dispute of material fact and Defendants are entitled to judgment as a matter of law. In support of their instant motion, Defendants state as follows:

Standard of Review

A. Motion to Dismiss

In order to withstand a motion to dismiss for failure to state a cause of action, the plaintiff must allege facts that, if proved, would entitle him or her to relief. *See Arfaa v. Martino*, 404 Md. 364, 380-81 (2008). In reviewing a motion to dismiss for failure to state a claim upon which relief can be granted, a reviewing court must “assume the truth of all well-pleaded facts and allegations in the complaint, as well as all inferences that can reasonably be drawn from them.” *Id.* at 380. A dismissal is proper only if the allegations and permissible inferences, if true, would not afford relief to the Plaintiff. *Id.* at 380-81.

B. Motion for Summary Judgment

Rule 2-501(a) of the Maryland Rules provides that summary judgment shall be rendered if “there is no genuine dispute as to any material fact and [the moving] party is entitled to judgment as a matter of law.” The purpose of summary judgment is to enable the Court to “pierce the pleadings and to assess the proof in order to see whether there is a genuine need for trial.” *Mohammad v. Toyota Motor Sales, U.S.A, Inc.* 179 Md. App. 693, 701 (2008) (internal quotation marks omitted).

Rule 2-501 thus provides for summary judgment if there is no genuine dispute as to any material fact and [the moving] party is entitled to judgment as a matter of law. “Without question, the moving party bears the initial burden of showing the absence of a genuine dispute of material facts. *Carter v. Aramark Sports & Entertainment Servs.*, 153 Md. App. 210, 224, 835 A.2d 262 (2003). “The movant may satisfy that burden by identify[ing] portions of the record that demonstrate absence of a genuine issue of material fact, or by placing before the court facts that would be admissible in evidence or otherwise detailing the

absence of evidence in the record to supplement a cause of action.” *Clark v. O'Malley*, 169 Md. App. 408,423, 901 A.2d 279, 288 (2006) (internal quotation marks omitted).

After the moving party has satisfied its initial burden, the burden shifts to the non-moving party to put forth relevant, admissible evidence that establishes a genuine issue for trial. *Beatty v. Trailmaster*, 330 Md. 726,738,625 A.2d 1005 (1993). The non-moving party can defeat summary judgment only by showing a *genuine* dispute of material fact. As the Court of Special Appeals has explained, “conclusory statements, conjecture, or speculation by the party resisting the motion will not defeat summary judgment.” *Carter v. Aramark Sports & Entertainment Servs.*, 153 Md. App. 210, 225 (2003) (internal quotation marks omitted). Furthermore, an “opposing party’s facts must be material and of a substantial nature, not fanciful, frivolous, gauzy, spurious, irrelevant, gossamer inferences, conjectural, speculative, nor merely suspicions.” *Id.* (internal quotation marks omitted).

A factual dispute precludes summary judgment only if the dispute pertains to a *material* fact. A fact is “material” if the resolution of the fact “will somehow affect the outcome of the case.” *Pence v. Norwest Bank Minn., NA.*, 363 Md. 267, 279 (2001) (internal quotation marks omitted). “Where a dispute regarding a fact can have no impact on the outcome of the case, it is not a dispute of material fact such that it can prevent a grant of summary judgment.” *Am. Powerlifting Ass'n v. Cotillo*, 401 Md. 658, 667, 934 A.2d 27, 33 (2007). In the case *sub judice*, there are no genuine disputes of material fact and Plaintiffs are unable to establish the requisite elements to prove disparate treatment and, consequently, Defendant is entitled to summary judgment as a matter of law.

Applicable Law

Corporations and Associations Article, §5-5-307(a)(2) requires trustees of the Church to maintain and make available the record books of the Church as follows:

“The trustees shall: (1) [k]eep an accurate record book; (2) [a]llow inspection of the record book by members of the religious corporation; and (3) [a]llow the proceedings recorded in the record book to be presented before a public meeting, if required by five or more members of the religious corporation.”

Undisputed Facts

1. On or about March 1, 2012, Plaintiffs filed the attached Complaint against Defendants Jericho Baptist Church Ministries, Inc. (the “Church”), the Board of Trustees of the Church (the “Board”) and the Individual Board members alleging that Defendants denied Plaintiffs the opportunity to inspect the record books of the Church which infringed on Plaintiffs’ rights as members of the Church. (**Exhibit 1.**)

2. Individual Defendants Gloria McClam-Magruder, Dorothy L. Williams, Denise Killen, Clarence D. Jackson, Clifford Boswell, and Lynda Pyles, however, govern the Church collectively as the Board of Trustees, and do not act on behalf of, govern nor have any legal authority in an individual capacity with regard to the Church. (**See Exhibit 2: Affidavit of Gloria McClam-Magruder.**)

3. The bylaws of the Church, section 2.15, authorizes the trustees of the Church, in the sole discretion of the trustees, to terminate the membership of an individual at the Church as the Board deems appropriate. (*Id.*, **Exhibit A, p. 6.**)

4. The membership at the Church of Plaintiffs Roderick Chavez, Barbara Jackson, Bessie Ashworth, Trenillo Walters, and Charlease Logan, among others, were terminated by the Board on or about April 18, 2012. (*Id.*, **Exhibit B, pp. 1-5.**)

Argument

The obligations imposed by *Corporations and Associations Article*, §5-5-307(a)(2), discussed *supra*, are imposed on “trustees” of the Church, and not on persons in an individual capacity as Plaintiffs seek in their Complaint. It is noted that the Church, as well as the Board of Trustees of the Church are Defendants in the instant case. (**Exhibit 2: Affidavit.**) The authority exercised by the Individual Defendants on behalf of the Church, as alleged in Plaintiffs’ Complaint, is exercised solely by virtue of the positions of the Individual Defendants as elected trustees of the Church, and not in an individual personal capacity. (*Id.*)

Assuming the truth of the allegations in Plaintiffs’ Complaint, there is no cognizable cause of action against the Individual Defendants upon which relief can be granted for any alleged failure to comply with *Corporations and Associations Article*, § 5-5-307(a)(2). As such, the Individual Defendants, Maryland Rule 2-322(b)(2) permits the Court to dismiss Plaintiffs’ Complaint for failure to state a claim upon which relief can be granted as the Individual Defendants.

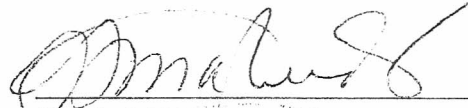
Corporations and Associations Article, §5-5-307(a)(2) further requires the trustees of the Church “[a]llow inspection of the record book by *members*” of the Church. Plaintiffs are no longer members of the Church, as evidenced by the letters, dated April 18, 2012, terminating their membership at the Church. Per the bylaws of the Church, the trustees of the Church have the discretionary authority to terminate the memberships of individuals if the trustees believe it to be in the best interest of the Church to do so.

In that Plaintiffs are no longer members of the Church, they have no rights under *Corporations and Associations Article*, §5-5-307(a)(2) to review the record books of the Church. As such, Plaintiffs' Complaint fails to state a claim upon which relief can be granted or, in the alternative, there is no genuine dispute of material fact with regard to Plaintiffs' Complaint and Defendants are entitled to judgment as a matter of law.

Wherefore, Defendants Jericho Baptist Church Ministries, Inc., Board of Trustees of the Church and Individual Defendants Gloria McClam-Magruder, Dorothy L. Williams, Denise Killen, Clarence D. Jackson, Clifford Boswell, and Lynda Pyles, respectfully request that this Honorable Court dismiss Plaintiffs' Complaint with prejudice, and grant such other and further relief as the Court may deem necessary and appropriate.

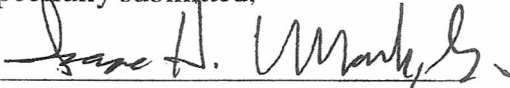
I solemnly affirm under penalties of perjury that the contents of the foregoing paper are true to the best of my knowledge, information, and belief.

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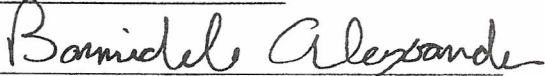


Gloria Magruder

Respectfully submitted,



Isaac H. Marks, Sr., Esquire (MA3285)
imarks@imarkslaw.com



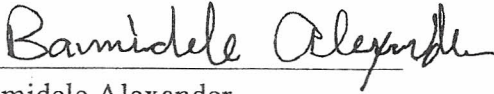
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Counsel for Defendants Jericho Baptist Church Ministries, Inc., Board of Trustees of Jericho Baptist Church Ministries, Inc., Gloria McClam-Magruder, Dorothy L. Williams, Denise Killen, Clarence D. Jackson, Clifford Boswell and Lynda Pyles

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 1st day of ~~May~~^{June} 2012, a copy of the foregoing Motion to Dismiss was mailed first class, postage prepaid to Raouf M. Abdullah, Esquire, 14714 Main Street, Upper Marlboro, MD 20772.


Bamidele Alexander

JERICO BAPTIST CHURCH MINISTRIES, INC.

BY-LAWS

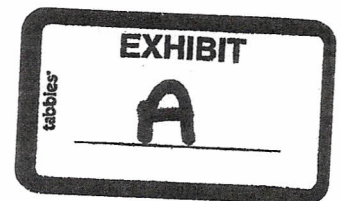
ARTICLE I (Name & Corporate Status)

Name. The name of the Church is "Jericho Baptist Church Ministries, Inc." (the "Church"). The sanctuary shall be known as the "Jericho City of Praise." The Board of Trustees (also known as the "Board") shall also determine any other names to be used for Church ministries.

Corporate Status. Effective December 15, 2010, Jericho Baptist Church Ministries, Inc., formerly a District of Columbia non-profit corporation and also previously referred to in the State of Maryland as "Jericho Baptist Church Ministries a/k/a Jericho Baptist Church," was merged into Jericho Baptist Church Ministries, Inc., a Maryland non-profit corporation, which shall continue as the successor non-profit corporation for the Church.

ARTICLE II (Board of Trustees)

2.1 *General Powers.* The Board of Trustees, led by God shall govern, establish policy and have oversight over all aspects of the operations of the Church, both spiritually and temporal. The Board of Trustees (a) is the legal representative of the Church, (b) shall hold title to all Church property in the name of the Church and (c) shall designate the individuals authorized to sign and execute all deeds, documents, contracts or other obligations of and on behalf of the Church.



2.2 Board of Trustees.

(a) *Chairman of the Board.* The Chairman of the Board shall be elected by a majority of the members of the Trustees and shall preside at all meetings of the Board of Trustees. The Chairman shall be an ex officio member of all standing and *ad hoc* committees of the Church.

(b) *Vice-Chairman.* The Board of Trustees may elect a Vice-Chairman, who shall preside at meetings of the Board and serve in the absence of the Chairman. If the Vice-Chairman is not present or able to preside at a meeting in place of the Chairman, the Board of Trustees shall elect a Trustee currently on the Board to serve as *interim* chairman of the Board solely for the purpose of presiding at the meeting of the Board of Trustees in which the Chairman and Vice-Chairman are not present.

(c) *Trustees.* Trustees shall be members of the senior leadership of the Church. A Trustee shall be a mature Christian, as demonstrated by his or her personal embrace of the teachings of Jesus Christ and ministry of the Church through, among other aspects, Christian living, tithes and offerings to the Church, and faithful support of and regular participation in the ministries of the Church.

2.3 *Number and Term of Office.* The number of Trustees shall be not less than three (3) (or such minimum number as may be required under Maryland law) nor more than nine (9), as may be designated from time to time by resolution of a two thirds (2/3) majority vote of the Board of Trustees. The Trustees shall be elected by the Board of Trustees as provided in this Article in Section 2.5, below, for a five (5) year renewable term at meeting of the Trustees; provided, however, unless otherwise provided in Section 2.5, below, each Trustee shall continue to serve until his or her successor is duly nominated and approved by the Board.

2.4 *Ex Officio Members.* The Chief Operating Officer, Chief Financial Officer, and Pastor shall be *ex officio* members of the Board of Trustees. Other officers of the Church may, but are not required to, be *ex officio* members of the Board as determined by the Board of Trustees. *Ex Officio* members of the Board of Trustees shall be non-voting members of the Board except, if an individual serving as Chief Operating Officer or Chief Financial Officer also serves as a Trustee, he or she shall be entitled to vote.

2.5 *Filling of Vacancies.*

(a) In the case of any vacancy on the Board of Trustees due to the expiration of a term, death, resignation, disqualification or removal of a member of the Board, the Board shall appoint a Successor Trustee to complete the remaining term of the vacancy, who shall be confirmed by majority vote of the remaining Trustees. If elected for an unexpired remaining term, the person appointed as Successor Trustee shall serve until the next annual meeting of Trustees following the expiration of said vacant term and thereafter until his or her successor is nominated and approved by the Board of Trustees. In the event of the illness of a Trustee that prevents him or her from serving as a Trustee for more than thirty (30) days, the Board may appoint an individual to serve as an interim Trustee during the period of illness of said Trustee. Any such interim appointment shall terminate automatically and without further action by the Board upon the return of said previously ill Trustee to a meeting of the Board.

(b) In the event of the number of Trustees is increased as provided in these By-Laws, the additional Trustees so provided for shall be elected by a majority of the Board of Trustees as provided in sub-paragraph (a), above.

(c) Any Trustee may be removed from the Board of Trustees with or without cause, by a vote of two-thirds (2/3) of the Board of Trustees.

2.6 Place of Meetings and Books. The Board of Trustees may hold their meetings and keep the books of the Church at the Church or such other location in the State of Maryland as the Board may from time to time determine by resolution or written consent of the Trustees. The Board of Trustees may hold meetings or take action by telephone conference or other electronic means, which shall be ratified by a majority of the Trustees at the next following meeting of the Board of Trustees.

2.7 Regular Meetings. Regular meetings of the Board of Trustees may be held at such time and place as shall from time to time be determined by the Board, provided that notice of each meeting establishing or changing the time or place of a regular meeting of the Board shall be provided in writing, telephone or electronic means to each Trustee at least three (3) business days prior to the meeting. Notice of a regular or special meeting of the Board shall be waived by any Trustee by his or her written consent or appearance at the meeting. Notice of regular meetings may be provided to Trustees in advance for a designated date and time each month, which shall constitute the required notice for a regular meeting.

2.8 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman, Vice-Chairman, or a majority of the Board of Trustees. The Secretary shall give notice of each special meeting of the Board of Trustees, which shall specify the matter(s) for which the meeting is called, by mailing, telephone or electronic means at least 24 hours prior to the meeting. Notice of a special meeting of the Board shall be waived by any Trustee by his or her written consent or appearance at the meeting. Matters not specified in the notice may not be addressed at a special meeting, unless waived by a consensus of the Board of Trustees.

2.9 Annual Meeting. An annual meeting of the Board of Trustees may be held, on a date specified when the regular meetings of the Board are determined for the year, for the purpose of

electing Trustees of the Church, if so required, or transacting such other Church business as may come before the Board. Notice of an annual meeting of the Board shall be waived by any Trustee by his or her written consent or appearance at the meeting.

2.10 *Quorum.* A majority of the members of the Board of Trustees at the start of any regular, special or annual meeting shall constitute a quorum for the transaction of business at such meeting of the Board. If, at the start of any meeting of the Board, less than a quorum shall be present, a majority of those present may adjourn the meeting until such time that a quorum can be assembled. The establishment of a quorum of the Trustees present at the beginning of a meeting of the Board of Trustees shall constitute a quorum for all acts taken and business transacted by the Board of Trustees at such meeting.

2.11 *Compensation of Trustees.* Trustees shall not receive a salary for their service as a member of the Board of Trustees, but each Trustee shall be entitled to receive from the Church reimbursement of approved expenses incurred by him or her on behalf of the Church for transportation to attend any regular, special or annual meeting of the Board or other matters. Except as otherwise prohibited in Section 3.1, below, nothing herein contained shall be construed to preclude any Trustee from serving in the Church in any other capacity and receiving compensation therefore for such services rendered that are separate and distinct from his or her position as a Trustee.

2.12 *Committees.* The Board may establish an executive committee consisting of all or part of the members of the Board of Trustees and officers of the Church, and may also designate one (1) or more standing or *ad hoc* committees. Each committee so designated shall (a) consist of at least one (1) or more Trustees, (b) report to the Board and (c) serve at the pleasure of the Board.

2.13 *Advisory Boards.* The Board may establish separate advisory boards to advise the Board on such matters as determined by the Board. Each advisory board (a) shall contain at least one (1) or more Trustees and may contain individuals who are not members of the Board of Trustees, (b) shall report to Board and (c) serve at the pleasure of the Board.

2.14 *Minutes of Board of Trustees Meetings.* The actions taken by the Board of Trustees at its regular, special and annual meetings shall be recorded by the Secretary and become a part of the permanent records of the Church.

2.15 *Suspension, Revocation, and/or Termination.* The Board of Trustees may suspend, revoke and/or terminate the membership, employment, volunteer status and/or ministerial service of any person without the need for notice or warning if the Board of Trustees finds that a member, employee, volunteer or minister for conduct detrimental to the interests of the Church, moral turpitude, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes (including, but not limited to failing to support the ministry financially as determined by the Board, and/or failing to support the ministry in regular attendance as determined by the Board of Trustees) at the sole discretion of the Board of Trustees, which shall be deemed to be reasonable. Such action(s) may be made by the Board of Trustees without the need for notice or warning, by the affirmative vote of two-thirds of the full Board of Trustees, at any regular or special meeting called for that purpose. Such person will be required to leave the premises of the Church on a permanent basis.

ARTICLE III

(Officers of the Church)

3.1 *Officers.* The officers of the Church shall be the Trustees, Chief Operating Officer ("COO"), Chief Financial Officer ("CFO"), Secretary, and such other positions at the Church as the Board of Trustees deems necessary for the operation of the Church. The COO, CFO, Secretary and such other officers shall be appointed by the Board of Trustees for a designated renewable term as set forth in an employment agreement. The office of Pastor, Chief Operating Officer, Chief Financial Officer and Secretary shall not be held by the same person. Except when a Trustee also serves in the capacity of Chief Operating Officer, Chief Financial Officer and Secretary, no other officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or these By-Laws to be executed, acknowledged or verified by any two (2) or more officers.

3.2 *Compensation.* The compensation paid to any officer of the Church shall be established by the Board of Trustees. Notwithstanding any employment contract, all officers and agents of the Church shall serve at the pleasure of the Board of Trustees and shall be subject to removal at any time by a n affirmative two-thirds (2/3) vote of the Board of Trustees.

3.3 *General Qualifications.* The officers of the Church, working with and subject to the Board of Trustees, shall comprise the collective leadership of the Church. Officers shall be mature Christians, as demonstrated by the personal embrace of the teachings of Jesus Christ and ministry of the Church through, among other aspects, Christian living, tithes and offerings to the Church, and faithful support of and regular participation in the ministries of the Church.

ARTICLE IV

(Pastor)

4.1 *Basic Requirements.* The Pastor shall be an ordained minister of the Word of God and teachings of Jesus Christ, who satisfies the requirements of Acts 6 and 1 Timothy 3 and is licensed in the jurisdiction where the Church is located.

4.2 *Selection.* The Board shall establish the criteria for selection and the Board shall select by an affirmative two-thirds (2/3) vote, the Pastor of the Church. Upon selection by the Board, the Pastor shall be installed in public ceremony before the congregation of the Church. Prior to confirmation, the Church may consider any evidence as to why a candidate for Pastor should not be approved, including but not limited to a failure to live according to the principles of Acts 6 and 1 Timothy 3.

4.3 *Authority.* The Pastor, led by God, shall be the shepherd of the Church charged with the spiritual, moral and ecclesiastical leadership of the congregation and ministries of the Church. The Pastor shall have charge of the pulpit, including but not limited to weddings, funerals, baptisms, blessings and other services.

4.4 *Term.* The term of the appointment of Pastor may be established by the Board of Trustees and be renewable. The Pastor may resign from his or her position by providing not less than ninety (90) days written notice, unless otherwise agreed.

4.5 *Assistant Pastors.* The Pastor may nominate assistant pastors to assist the Pastor with the duties in the ministry of the Church, who shall be approved by a majority vote of the Board of Trustees. Each assistant pastor shall (a) be an ordained minister of the Word of God and teachings of Jesus Christ, (b) satisfy the requirements of Acts 6 and 1 Timothy 3, and (c) licensed in the jurisdiction where the Church is located. Each assistant pastor approved by the

Board of Trustees shall serve at the pleasure of the Pastor, except as otherwise provided in Section 4.6, below. Unless approved by the Board of Trustees, an individual may not serve as an assistant pastor at the Church.

4.6

Suspension, Leave and/or Termination. The Board of Trustees may suspend and/or terminate the employment of the Pastor or Assistant Pastors without the need for notice or warning if the Board of Trustees finds that the Pastor or an Assistant Pastor displayed conduct detrimental to the interests of the Church, moral turpitude, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes at the sole discretion of the Board of Trustees, which shall be deemed to be reasonable. Such action(s) may be made by the Board of Trustees by the affirmative vote of two-thirds of the Board of Trustees, at any regular or special meeting called for that purpose. The Board may also vote to place the Pastor or an Assistant Pastor on paid or unpaid leave pending any further decision by the Board.

ARTICLE V

(Ministerial Staff)

5.1 *Basic Requirements.* The Ministerial Staff of the Church shall be comprised of Elders and Ministers who shall be members of the Church in good standing and satisfy the requirements of the New Testament in Acts 6 and 1 Timothy 3.

5.2 *Selection.* A candidate for Elder or Minister shall be nominated by the Pastor and confirmed by the Board of Trustees. Prior to a vote, any Elder or Minister, if knowledgeable of any reason why a candidate for Elder or Minister should not be approved, including but not limited to a failure to live according to the principles of Acts 6 and 1 Timothy 3, shall set forth the reasons why the candidate for Elder or Minister should not be approved. The Board of

Trustees may vote to defer the approval of the candidate until such time as the reasons set forth against the candidate are addressed to the satisfaction of the Board of Trustees.

5.3 *Authority.* Under the guidance of the Pastor and led by God, the Elders and Ministers shall be shepherds of the Church charged with providing spiritual and moral leadership and guidance to the members of the Church.

5.4 *Term.* The term of an Elder or a Minister shall not be limited provided the elder or minister continues to meet the requirements set forth in Section 5.1, above. An Elder or a Minister may resign from his or her position by providing written notice. An Elder or a Minister may also be removed for conduct detrimental to the interests of the Church, moral turpitude, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes (including, but not limited to failing to support the ministry financially as determined by the Board, and/or failing to support the ministry in regular attendance as determined by the Board of Trustees) by an affirmative two-thirds (2/3) vote of the Board of Trustees.

ARTICLE VI

(Board of Deacons)

6.1 *Basic Requirements.* A Deacon shall be a member of the Church in good standing, who satisfies the requirements of the New Testament in Acts 6 and 1 Timothy 3.

6.2 *Selection.* A candidate for the Board of Deacons shall be nominated by the Pastor and confirmed by the Board of Trustees. Prior to a vote, any member of the Board of Deacons, if knowledgeable of any reason why a candidate for the Board of Deacons should not be approved, including but not limited to a failure to live according to the principles of Acts 6 and 1 Timothy 3, shall set forth the reasons why the candidate for the Board of Deacons should not be approved.

The Board of Trustees may vote to defer the approval of the candidate until such time as the reasons set forth against the candidate are addressed to the satisfaction of the Board of Trustees.

6.3 *Authority.* Under the guidance of the Pastor and led by God, the Board of Deacons shall be shepherds of the Church charged with providing spiritual and moral leadership and guidance to the members of the Church.

6.4 *Term.* The term of a member of the Board of Deacons shall not be limited provided the member continues to meet the requirements set forth in Section 6.1, above. A member of the Board of Deacons may resign from his or her position by providing written notice of his or her resignation. A member of the Board of Deacons may also be removed from the Board of Deacons for conduct detrimental to the interests of the Church, moral turpitude, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes (including, but not limited to failing to support the ministry financially as determined by the Board, and/or failing to support the ministry in regular attendance as determined by the Board of Trustees) by an affirmative two-thirds (2/3) vote of the Board of Trustees.

ARTICLE VII

(Chief Operating Officer)

7.1 *Basic Requirements.* The Chief Operating Officer shall be a member of the Church in good standing, who satisfies the requirements of the New Testament in Acts 6 and 1 Timothy 3.

7.2 *Authority.* The Chief Operating Officer shall have general charge and management of it's the business affairs and properties of the Church. His or her duties and responsibilities, as designated by the Board of Trustees, may include but not be limited to (a) execution of all authorized contracts or other obligations of the Church; (b) responsibility of the day-to-day operations of the Church; (c) general supervision of personnel; (d) all general powers and duties

of supervision and management necessary for the fulfillment of his or her duties and responsibilities; and (e) such other duties as may, from time to time, be assigned to him or her by the Board of Trustees. The Chief Operating Officer shall be an *ex officio* a member of the Board of Trustees and all the standing committees.

7.3 Assistant Chief Operating Officer. An Assistant Chief Operating Officer may be appointed by the Board. The Assistant Chief Operating Officer shall (a) meet the requirements of Section 7.1, above, (b) except as otherwise limited by the Board of Trustees, perform the designated duties of the Chief Operating Officer in the absence or disability of the Chief Operating Officer, and (c) have such other powers and shall perform such other duties as may be assigned to him or her. In the event of the absence or disability of the Assistant Chief Operating Officer, the Board of Trustees may designate an Interim Chief Operating Officer or Interim Assistant Chief Operating Officer for such time, duties and responsibilities as determined by the Board of Trustees.

ARTICLE VIII

(Chief Financial Officer)

8.1 Basic Requirements. The Chief Financial Officer shall be a member of the Church in good standing, who satisfies the requirements of the New Testament in Acts 6 and 1 Timothy 3.

8.2 Responsibilities. The Chief Financial Officer shall be responsible for all financial matters of the Church; including but not be limited to (a) management of the investments of the Church; (b) collecting and recording all revenue, offerings and gifts to the Church and Pastor; (c) maintaining a full and accurate record of receipts and disbursements of the Church; (d) overseeing the deposit of all monies and other valuables in the name and to the credit of the Church in such depository(ies) as may be designated by the Board of Trustees; (e) ensuring that

appropriate security measures are taken for the financial protection of the Church, (f) rendering to the Board of Trustees and Chief Operating Officer financial statements for the Church; (g) preparing and maintaining the annual budget and (h) such other duties and responsibilities as assigned by the Board of Trustees and Chief Operating Officer. The Chief Financial Officer shall perform all the duties generally incident to the office of the Chief Financial Officer, subject to the oversight of the Board of Trustees. The Chief Financial Officer shall be an *ex officio* member of the Board of Trustees.

8.3 *Assistant Chief Financial Officer.* One or more Assistant Chief Financial Officers may be approved by the Board of Trustees and shall meet the requirements of Section 8.1. A designated Assistant Chief Financial Officer shall (except as limited by the Board of Trustees) have power to perform all duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer and shall have such other powers and shall pertain to such other duties as may be assigned to him or her by the Board of Trustees. In case of the absence or disability of the Chief Financial Officer, the duties of the office shall be performed by an Assistant Chief Financial Officer.

8.4 *Bond.* The Chief Financial Officer and all Assistant Chief Financial Officer may be required to give the Church a bond, if required by the Board of Trustees, in a sum, and with one or more sureties, satisfactory to the Board of Trustees, for the faithful performance of the duties of his or her office.

8.5 In the event of the absence or disability of the Assistant Chief Financial Officer, the Board of Trustees may designate an interim Chief Financial Officer or Assistant Chief Financial Officer for such time, duties and responsibilities as determined by the Board of Trustees.

ARTICLE IX

(Secretary)

9.1 *Basic Requirements.* The Secretary shall be a member of the Church in good standing, who satisfies the requirements of the New Testament in 1 Timothy 3.

9.2 *Selection.* The Secretary shall be selected by Board of Trustees.

9.3 *Responsibilities.* The Secretary shall (a) give, or cause to be given, notice of all meetings of Church and Trustees and all other notices required by law or by these By-Laws; (b) record all the proceedings of the meetings of the Church and Trustees; (c) maintain and have custody of the seal of the Church and affix the same to all instruments requiring it; (d) maintain the records of the Church; (e) performance of all the duties generally incident to the office of the Secretary; (f) perform such other duties as may be assigned by the Board of Trustees. The Secretary shall be an *ex officio* member of the Board of Trustees.

9.4 *Assistant Secretary.* The Board of Trustees may appoint an Assistant Secretary or more than one Assistant Secretary, who shall meet the requirements of Section 9.1. Each Assistant Secretary shall (except as otherwise limited by the Board of Trustees) have power to perform all duties of the Secretary in the absence or disability, of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Trustees.

9.5 In event of the absence or disability of the Secretary, the duties of the office shall be performed by an Assistant Secretary as designated by the Board of Trustees. In the case of the absence or disability of the Secretary, the Board of Trustees may designate an interim Secretary for such time, duties and responsibilities as determined by the Board of Trustees.

ARTICLE X

(Membership)

10.1 Classes of Members. There shall be two (2) classes of membership. One class of membership shall consist of the Trustee members of the Church and one class shall consist of all non-Trustee members of the Church. Voting rights for any and all matters regarding or affecting the governance or operation of the Church pursuant to Title 5, Subchapter 3, of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, or any other provisions or requirement of law, which shall include but not be limited to the receipt, purchase, sale or transfer of real or personal property; amendment of the Articles of Incorporation or these By-laws of the Church or the Plan of the Church; selection of clergy; merger or dissolution of the Church shall be limited to the Trustees of the Church. Non-trustee members of the Church shall not have nor be entitled to have voting rights regarding the governance or operation of the Church.

10.2 Non-Trustee Membership in the Church.

a. Qualifications for Membership. Non-Trustee Membership in the Church shall be open to all those persons over eighteen (18) years of age who give evidence of their faith in the Lord Jesus Christ, exhibit a consistent Christian life, voluntarily subscribe to the Tenets of Faith of the Church, are baptized, and are recognized as members after fulfilling the qualifications of membership and in accordance with the Church's established membership process, which process may be changed from time to time.

b. Suspension, Revocation, and/or Termination of Non-Trustee Membership. The Board of Trustees may suspend, revoke and/or terminate the membership of any non-Trustee

member of the Church when a member has engaged in conduct detrimental to the interests of the Church, moral turpitude, for lack of sympathy of its objectives, refusal to render reasonable assistance in carrying out its purposes (including but not limited to financially supporting the ministry as determined by the Board), or otherwise failing to meet the qualifications for membership, at the sole discretion of the Board of Trustees, which shall be deemed to be reasonable. Such action(s) may be made by the Board of Trustees without the need for notice or warning, by the affirmative vote of two-thirds of the full Board of Trustees, at any regular or special meeting called for that purpose. Such person will be required to leave the premises of the Church on a permanent basis.

c. Non-Trustee Membership Roster. The Secretary of the Board of Trustees shall be responsible for maintaining and updating the roster of current non-Trustee members of the Church.

d. Voting Rights. Membership in the Church does not confer any state corporate voting or governance authority, but rather confers important theological and relational benefits and significance. All voting rights and management of the religious corporation and the Church are reserved in the Trustee Members, also referred to as the Board of Trustees.

ARTICLE XI

(Indemnification & Insurance)

11.1 *Indemnification of and Insurance for Trustees and Officers.* The Church shall indemnify each member of the Board of Trustees for actions taken on behalf of the Church to the fullest extent permitted by law.

11.2 *Indemnification of Employees and Agents.* With respect to an employee or agent of the Church, other than a Trustee or officer, of the Church, the Church may, as determined by the

Board of Trustees of the Church, indemnify an employee or agent of the Church for actions taken on behalf of the Church, including but not limited to advancing expenses to such employee or agent pursuant to any indemnification approved by the Board of Trustees. Employees and agents of the Church accused of committing a criminal act may not be entitled to indemnification as determined by the Board of Directors.

11.3 *Insurance.* The Board of Trustees shall purchase and maintain, at the Church's expense, liability and indemnity insurance on behalf of the church and the Board of Trustees, officers and employees and agents of the Church.

ARTICLE XII

(Corporate Seal)

In the event that the Board of Trustees shall direct the Secretary to obtain and maintain a Church seal, the Church seal shall be circular in form and shall have inscribed thereon the name of the Church and such pertinent information as the Board may deem necessary.

ARTICLE XIII

(Miscellaneous Provisions)

13.1 *Fiscal/Year.* The fiscal year of the Church shall be based on the calendar year, and end on December 31.

13.2 *Notices.* Whenever, under the provisions of these By-Laws, notice is required to be given and notice is given in writing by United States mail, the deposit of said written notice in the United States mail, postage prepaid, addressed to the addressee at his or her last known address recorded with the Church, and such notice shall be deemed to be given at the time the same shall be posted for mailing. Notice may also be effected by electronic mail ("email") for which there is a return receipt of delivery or electronic response confirming receipt of said email.

Any Trustee or officer may waive any notice required to be given under these By-Laws, and shall be deemed to waive any notice required to be given under these By-Laws if he or she fails to notify the Church in writing of his or her change of address within ten (10) days of said change.

13.3 *Gender Neutral.* Any reference in these By-Laws to a masculine pronoun shall include reference to the feminine pronoun.

13.4 *Time To Act.* Any requirement in these By-Laws to act within a specified number of days shall refer to a calendar day unless otherwise specified.

13.5 *Amendments.* The Board of Trustees shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, by affirmative vote of two-thirds (2/3) of the Board of Trustees.

13.6 *Interpretation.* The Board of Trustees shall be the sole interpreter of the Article of Incorporation, By-Laws and all other Church policies, practices and procedures governing the Church, whether written or non-written.

13.7 *Headings.* The headings or captions for each section in these By-Laws are solely for convenience and shall not have any legal significance.

13.8 *No Other Rights.* No person, group or party shall have or be able to claim any rights other than as explicitly set forth herein.

13.9 *Severability.* If any part of these By-Laws is stricken or voided by a court of competent jurisdiction, these By-Laws shall be construed by the Board of Trustees as if any stricken or void part was not a part thereof.

ARTICLE XIV

(Effective Date)

These By-Laws shall be effective the 1st day of March 2012.

Adopted by the Board of Trustees of Jericho Baptist Church Ministries and effective as of the effective date indicated above.


Secretary

JERICO BAPTIST CHURCH MINISTRIES, INC.

8501 Jericho City & Bishop Peebles Drives
Landover, Maryland 20785
Telephone 301.333.0500 | Fax 301.333.1270
www.jerichocop.org



April 18, 2012

Bishop James R. Peebles, Sr., D.D.
Co-Founder
(1933 - 1996)

Apostle Betty P. Peebles, D.D.
Co-Founder
(1934 - 2010)

BOARD OF TRUSTEES

Deacon Gloria McClam-Magruder
President

Elder Linda Pyles
Vice President

Deacon Clifford Boswell

Deacon Clarence Jackson

Deacon Denise Killen

Deacon Dorothy Williams

VIA HAND DELIVERY

Mr. Rod Chavez and Mrs. Barbara Chavez,
4613 Morning Glory Trail
Bowie, MD 20720

Dear Mr. and Mrs. Chavez:

As we move forward to continue the ministry at Jericho City of Praise, you have made it clear that you do not accept the Trustees of the Church. The manner of your continued challenge to the actions and decisions of the Board of Trustees regarding the Church have caused a disruption of the Church's operations, are inconsistent with the growth and success of the Church, and have caused contention, animosities and discord within the Church. As a body of Christ, such division cannot be allowed to continue at Jericho.

Therefore, pursuant to section 2.15 of the Church's Bylaws, your membership at the Jericho Baptist Church Ministries, Inc, also known as the Jericho City of Praise and City of Praise, is hereby terminated, effective immediately. We regret that you are no longer able to access the Church sanctuary, campus or property.

While we regret the necessity of this action, we wish you Godspeed as you join another ministry.

Sincerely,


Gloria McClam-Magruder
President
Board of Trustees



B-1

JERICO CITY BAPTIST CHURCH MINISTRIES, INC.

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Landover, Maryland 20785

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Deacon Denise Killen

Deacon Dorothy Williams

April 18, 2012

Ms. Barbara Jackson
14004 Gadsen Court
Upper Marlboro, MD 20774

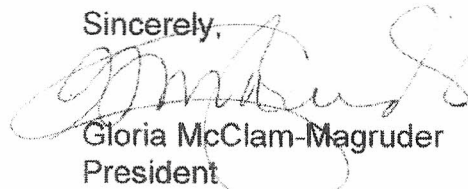
Dear Ms. Jackson:

As we move forward to continue the ministry at Jericho City of Praise, you have made it clear that you do not accept the Trustees of the Church. The manner of your continued challenge to the actions and decisions of the Board of Trustees regarding the Church have caused a disruption of the Church's operations, are inconsistent with the growth and success of the Church, and have caused contention, animosities and discord within the Church. As a body of Christ, such division cannot be allowed to continue at Jericho.

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Sincerely,



Gloria McClam-Magruder
President
Board of Trustees

B-2

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President

Elder Linda Pyles
Vice President

Deacon Clifford Boswell

Deacon Clarence Jackson

Deacon Denise Killen

Deacon Dorothy Williams

Ms. Bessie Ashworth
3702 4th Street, S.E.
Washington, D.C. 20032

Dear Ms. Ashworth:

As we move forward to continue the ministry at Jericho City of Praise, you have made it clear that you do not accept the Trustees of the Church. The manner of your continued challenge to the actions and decisions of the Board of Trustees regarding the Church have caused a disruption of the Church's operations, are inconsistent with the growth and success of the Church, and have caused contention, animosities and discord within the Church. As a body of Christ, such division cannot be allowed to continue at Jericho.

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Sincerely,

Gloria McClam-Magruder
President
Board of Trustees



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Elder Linda Pyles
Vice President

Deacon Clifford Boswell

Deacon Clarence Jackson

Deacon Denise Killen

Deacon Dorothy Williams

VIA HAND DELIVERY

Trenillo Walters
10409 Angora Drive
Cheltenham, MD 20623

Dear Mr. Walters:

As we move forward to continue the ministry at Jericho City of Praise, you have made it clear that you do not accept the Trustees of the Church. The manner of your continued challenge to the actions and decisions of the Board of Trustees regarding the Church have caused a disruption of the Church's operations, are inconsistent with the growth and success of the Church, and have caused contention, animosities and discord within the Church. As a body of Christ, such division cannot be allowed to continue at Jericho.

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Sincerely,

Gloria McClam-Magruder
President
Board of Trustees

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Elder Linda Pyles
Vice President

Deacon Clifford Boswell

Deacon Clarence Jackson

Deacon Denise Killen

Deacon Dorothy Williams

Ms. Charlease Logan
2703 Ritchie Road
District Heights, MD 20747

Dear Ms. Logan:

As we move forward to continue the ministry at Jericho City of Praise, you have made it clear that you do not accept the Trustees of the Church. The manner of your continued challenge to the actions and decisions of the Board of Trustees regarding the Church have caused a disruption of the Church's operations, are inconsistent with the growth and success of the Church, and have caused contention, animosities and discord within the Church. As a body of Christ, such division cannot be allowed to continue at Jericho.

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Sincerely,

Gloria McClam-Magruder
President
Board of Trustees

B5

IN THE CIRCUIT COURT FOR PRINCE GEORGE'S COUNTY, MARYLAND

RODERICK CHAVEZ, *et al.*

Plaintiffs,

v.

JERICHO BAPTIST CHURCH
MINISTRIES, INC., *et al.*

Defendants.

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:
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:
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CAL 12-03774

ORDER

Upon consideration of the Motion to Dismiss, or in the alternative, the Motion for Summary Judgment filed by Defendants Jericho Baptist Church Ministries, Inc., the Board of Trustees of Jericho Baptist Church Ministries, Inc., Gloria McClam-Magruder, Dorothy L. Williams, Denise Killen, Clarence D. Jackson, Clifford Boswell, and Lynda Pyles ("Defendants"), and for good cause shown, it is this ____ day of _____, 2012, by the Circuit Court for Prince George's County, Maryland,

ORDERED that Defendant's Motion for Summary Judgment is **GRANTED**; and it is further

ORDERED that the Complaint for Writ of Mandamus, Declaratory Judgment, Equitable Relief and Enforcement of Statutory Rights (Plaintiffs' "Complaint") filed by Plaintiffs Roderick Chavez, Barbara Jackson, Bessie Ashworth, Trenillo Walters, and Charlease Logan ("Plaintiffs") is hereby **DISMISSED** inasmuch as there is no genuine dispute of material fact with regard to Plaintiffs' Complaint and Defendants are entitled to judgment as a matter of law.

Judge, Circuit Court for
Prince George's County, Maryland

Copies to:

Isaac H. Marks, Sr., Esquire
Law Office of Isaac H. Marks, Sr., LLC
11785 Beltsville Drive, Suite 150
Calverton, Maryland 20705

Raouf M. Abdullah
14714 Main Street
Upper Marlboro, MD 20772

\\Litigation\CAL 12-3774 (Chavez v. Jericho)\Pleadings\Order for Motion to Dismiss-Summary
Judgment.docx