

**7.19 Resignation of Elders.** Any Elder may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**7.20 Church Questions.** In any case where a question arises regarding ecclesiastical polity, Christian doctrine, questions of property of the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, the Board of Elders shall decide such question by majority vote.

**7.21 Deadlock.** In the case where the Board of Elders shall, by reason of deadlock (whether because an even number of Elders is seated on the Board of Elders, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Elders, then, in such instance, the Senior Lead Pastor shall cast an additional ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Board of Elders. The majority ballot shall be cast in addition to the regular Elder's vote cast by the Chairman (or Executive Chairman).

**7.22 Church Disruptions.** Any person deemed by the Board of Elders to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this Article 7.22.

**7.23 Elder Disputes.** In any dispute arising between members of the Board of Elders, all parties involved agree to cooperate in good faith to resolve the dispute. An affirmative vote of the majority of the Board of Elders shall decide the resolution of the dispute. The decision of the Board may be appealed by an Elder to the Apostolic Council (with such Apostolic Council as authorized, appointed, and managed by the Board of Elders). The Chairman of the Apostolic Council shall coordinate the Council's involvement and input on the disputed matter. A majority decision by the Apostolic Council related to the disputed matter shall be binding upon the Board of Elders.

## **ARTICLE 8 OFFICERS**

**8.01 Officer Positions.** The hierarchy of the Church's corporate officers shall be: Chairman of the Board of Elders, Chief Executive Officer, President, Secretary, Treasurer and Vice President. The Board of Elders may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions as needed. The same person may hold any two or more offices except for the offices of President and Secretary or President and Treasurer.

**8.02 General Duties.** All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Board of Elders not inconsistent with these Bylaws.

**8.03 Election and Term of Office.** The Board of Elders shall elect the officers of the Church at the annual, regular or special meeting of the Board. The term of office of all officers other than that of Lead Senior Pastor-Chairman of the Board of Elders shall be one year; however, such officers may serve consecutive terms without limitation.

**8.04 Chairman of the Board of Elders.** The Lead Senior Pastor shall be the Chairman of the Board of Elders ("Chairman") and shall preside at all Elder meetings (Article 7.09 of these Bylaws). The Chairman will oversee the Church's operations and business plans, evaluate performance, and supervise the management of the Church.

The Chairman shall be vested with all authority necessary to perform his duties according to his contract of employment, and as determined by resolution of the Board of Elders and consistent with these Bylaws.

**8.05 Chief Executive Officer.** The Senior Pastor shall be the Chief Executive Officer of the Church. As Chief Executive Officer, the Senior Pastor shall have vested all authority necessary to perform his duties and management of the Church, as provided in his contract of employment, as directed by the Chairman of the Board, as may be assigned by resolution of the Board of Elders and consistent with these Bylaws.

Except as expressly authorized by the Board of Elders, the Chief Executive Officer shall possess no signatory authority to legally bind the Church.

If the Lead Senior Pastor is absent from any Elder meeting, is unable to act, or refuses to act in his role as Chairman, then the Chief Executive Officer shall preside in his place and shall have the powers of and be subject to all restrictions upon the Chairman of the Board.

**8.06 President.** The President of the Church shall be the Executive Senior Pastor. The President shall supervise and control all of the day-to-day business operations and affairs of the Church. The President may execute any deeds, mortgages, bonds, contracts, or other instruments on behalf of the corporation. However, the President may not execute instruments on behalf of the Church, without first obtaining approval of the Board of Elders, if:

(a) The amount of the transaction is above any sum stated in these bylaws or as directed by the Board of Elders;

(b) The instrument has the effect of seeking to wind-down or terminate or dissolve the Church, place the Church into receivership or bankruptcy, to confess a judgment of liability on behalf of the Church, to dispose of assets of the Church that equates to a wind-down or dissolution;

(c) The instrument is related to any acquisition or sale of real property;

(d) Is a transaction that involves a conflict of interest related to or involving the President;

(e) Involves indemnification of any officer or elder; and

(f) It is a transaction otherwise reserved to the Board of Elders under these bylaws.

In the event the Lead Senior Pastor and the Chief Executive Officer are absent from, unable to act, or refuse to act in their role presiding over an Elder meeting, then the President shall preside and have the powers of and be subject to all restrictions upon the Chairman.

**8.07 Vice President.** When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Elders. Except as expressly authorized by the Board of Elders, the Vice President shall have no authority to sign for or otherwise bind the Church.

**8.08 Treasurer.** The Treasurer shall: (a) Have charge and custody of and be responsible for all funds and securities of the Church; (b) Receive and give receipts for moneys due and payable to the Church from any source; (c) Deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders or the President; (d) Write checks and disburse funds to discharge obligations of the Church; (e) Maintain the financial books and records of the Church; (f) Prepare financial reports at least annually; (g) Perform other

duties as assigned by the President or by the Board of Elders; (h) If required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders; and (i) Perform all the duties incident to the office of Treasurer. Except as expressly authorized by the Board of Elders, the Treasurer shall have no authority to sign for or otherwise bind the Church.

**8.09 Secretary.** The Secretary shall: (a) Give all notices as provided in the Bylaws or as required by law; (b) Take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records; (c) Maintain custody of the corporate records and of the seal of the Church; (d) Affix the seal of the Church to all documents as authorized; (e) Keep a register of the mailing address of each Elder, officer, and employee of the Church; (f) Perform duties as assigned by the President or by the Board of Elders; and (g) Perform all duties incident to the office of Secretary. Except as expressly authorized by the Board of Elders, the Secretary shall have no authority to sign for or otherwise bind the Church.

**8.10 Assistant Officers.** The Board of Elders may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Elders may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Church, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Elders shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Church in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

**8.11 Removal of Officers.** The Board of Elders, with or without good cause, may remove any officer (other than the Lead Senior Pastor-Chairman of the Board) elected or appointed by the Board of Elders. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer. The Lead Senior Pastor shall only be removed pursuant to the provisions in Article 10.04 of these Bylaws.

**8.12 Resignation.** Any officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

**8.13 Vacancies.** The Board of Elders may fill the vacancy in any office for the unexpired portion of that officer's term. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

**8.14 Salaries.** The salaries of the officers shall be fixed by, or in accordance with the directions of, the Board of Elders. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.

## **ARTICLE 9 DEACONS**

**9.01 Qualifications.** To qualify for service as a deacon, a man or woman must meet the spiritual qualifications contained in *1 Timothy 3* and, in the opinion of the Board of Elders, have demonstrated discretion and wisdom in the following areas:

- (a) Spiritual maturity and congregational ministry;
- (b) Desire and gift of service; and
- (c) Member of the Church in good standing.

**9.02 Selection of Deacons.** The Board of Elders may solicit and receive nominations for Deacons from the congregation and determine whether such nominees meet the qualifications as set forth in Article 9.01 of these Bylaws. The Board of Elders may appoint men and women to serve as Deacons by unanimous vote of the Elders present at a regular or special meeting of the Board of Elders.

**9.03 Number.** The number of Deacons shall be determined at the discretion of the existing Board of Elders.

**9.04 Term of Office.** Deacons may serve for as long as they are active members in good standing of the Church and as long as they continue to fulfill the scriptural qualifications of Deacons.

**9.05 Termination.** A Deacon may be terminated by the Board of Elders, with or without cause, at any time.

**9.06 Responsibilities.** The Deacons shall be charged with those responsibilities assigned by the Board of Elders and will receive the required authority to accomplish the delegated duties although at all times they shall serve at the pleasure of the Board of Elders. The Deacons shall have no corporate rights or responsibilities. The ultimate responsibility for all delegated works will remain with the Board of Elders.

## **ARTICLE 10 LEAD SENIOR PASTOR**

**10.01 Selection of Lead Senior Pastor.** The Lead Senior Pastor shall be elected by the unanimous vote of the Board of Elders, and the Lead Senior Pastor shall minister for the period of time specified in the contract of employment, if any, or until he resigns or is otherwise removed pursuant to Article 10.04 of these Bylaws. Any contract of employment shall be in writing and shall be signed by both the prospective Lead Senior Pastor and by the Board of Elders or an authorized representative of the Board of Elders. The qualifications of the Lead Senior Pastor shall be set by the Board of Elders, but in no case be less than those of admission to membership as set forth by the Board of Elders pursuant to Article 6 of these Bylaws.

**10.02 Duties of Lead Senior Pastor.** The Lead Senior Pastor of the Church shall serve as the Chairman of the Board of Elders. In addition to the Lead Senior Pastor's duties as Chairman of the Board, the Lead Senior Pastor will serve as the lead teacher for weekend services, visionary leader for the congregation, and overseer of the paid church staff. The Lead Senior Pastor shall perform his duties as further outlined in his employment contract.

**10.03 Resignation of the Lead Senior Pastor-Chairman of the Board.** The Lead Senior Pastor may resign at any time by giving advance written notice to the Board of Elders. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the written acceptance of such resignation shall not be necessary to make it effective.

**10.04 Removal of the Lead Senior Pastor-Chairman of the Board.** Subject to the rights, if any, under contract of employment with the Church, the Lead Senior Pastor-Chairman of the Board shall only be removed by the unanimous decision of the Board of Elders (excluding the vote of the Lead Senior Pastor), or by majority vote of the Elders and by the two-thirds (2/3) vote of the Apostolic Council present in person at any regular or special meeting noticed and called for the specific purpose of such removal pursuant to Article 7.09 of these Bylaws. Unless the termination is for cause of moral failure as determined by the Board of Elders, the date such termination shall take effect is at the sole discretion of the Elders.

**10.05 Selection and Duties of Paid Staff.** The Lead Senior Pastor shall be responsible for providing oversight and direction for the paid staff. It is the responsibility of the Lead Senior Pastor or his designee to hire and dismiss all staff. The qualifications and duties of other pastors and staff members shall be defined by the Lead Senior Pastor, under advisement by the Board of Elders.

## **ARTICLE 11 ORDINATION OF MINISTERS**

The Board of Elders shall have the right to ordain or license ministers under guidelines established by the Board of Elders. The Elders may empower the staff to review candidates for licensing to determine if the candidates meet the qualification for licensing. Individuals to be licensed or ordained, once reviewed, will be recommended to the Board of Elders. The license or ordination of a minister may be revoked at will by the Board of Elders for any reason or for no reason.

## **ARTICLE 12 COMMITTEES AND ADVISORY TEAMS**

**12.01 Establishment.** The Board of Elders may, at its discretion, adopt a resolution establishing one (1) or more Committees or Advisory Teams. Any and all Committees and Advisory Teams shall conform to rules established by the Board of Elders. There are currently two (2) active Committees, namely the Compensation/HR Committee and the Governance/Partner Relations Committee. Ad Hoc Committees can be added as needed such as, for example, the Strategic Planning Committee, Succession Planning Committee and the Recruitment Committee.

**12.02 Compensation/HR Committee.** The HR/Compensation Committee shall be appointed by the Chairman (or Executive Chairman). The HR/Compensation Committee shall determine and approve the compensation for all executive employees. Executive employees are hereby defined as employees in a position to exert substantial influence over the Church, such as, but not limited to, the officers of the Church. In so doing, the HR/Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. No executive employees shall participate in the HR/Compensation Committee's discussion and formulation of, or vote regarding, salary and benefits.

**12.03 Delegation of Authority.** Each Committee shall consist of two (2) or more persons, the majority of whom shall be Elders. If, in addition to the HR/Compensation Committee, the Board of Elders establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Elders, or Elder, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Elders shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or an Elder or officer of the Church; (i) approve any transaction to

which the Church is a party and that involves a potential conflict of interest as defined in Article 15 of these Bylaws; or (j) take any action outside the scope of authority delegated to it by the Board of Elders or in contravention of the Code.

The Board of Elders may designate various Advisory Teams not having or exercising the authority of the Board of Elders. Such Advisory Teams shall only function in an advisory capacity to the Board of Elders. The Chairman (or Executive Chairman) of the Board of Elders shall have the power to appoint and remove members of all Advisory Teams. The Executive Chairman and President (President/CEO or CEO) shall serve as an ex officio member of all Committees and Advisory Teams. The Board of Elders shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

**12.04 Term of Office.** Each member of a Committee shall serve for the duration of their current term as Elder or until a successor is appointed. Advisory team member terms are ad hoc and will be set at the time of formation. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Board of Elders, or if the member becomes incapacitated or dies, ceases to qualify, or resigns. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

**12.05 Committee Chair and Vice-Chair .** Unless otherwise expressly stated herein, one (1) member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the Chairman (or Executive Chairman) of the Board of Elders. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

**12.06 Quorum.** One half (1/2) the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting at a later time without further notice.

**12.07 Actions.** Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.



## **ARTICLE 13**

### **TRANSACTIONS OF THE CHURCH**

**13.01 Contracts and Legal Instruments.** Subject to Article 15 of these Bylaws, the Board of Elders may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

**13.02 Deposits.** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Elders selects.

**13.03 Gifts.** The Board of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Church's federal and state tax status.

#### **13.04 Ownership and Distribution of Property.**

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board of Elders; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

**13.05 Real Property.** Title to real property of the Church shall be in the name of the Church. Real property may be purchased in the name of or on behalf of the Church with the affirmative vote of the Board of Elders. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of the Board of Elders.

**13.06 Approval of Purchases.** The purchases of fixed assets in excess of \$10,000.00 shall be subject to the prior written approval of the Board of Elders.

## **ARTICLE 14 WHISTLEBLOWER POLICY**

**14.01 Purpose.** The Church requires all of its Elders, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Board of Elders of the Church. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

### **14.02 Procedure.**

(a) *Reporting Responsibility.* It is the responsibility of all of the Church's Elders, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Whistleblower Policy.

If an Elder, officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) *Acting in Good Faith.* Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) *Reporting Violations.* In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Elders. Elders are required to report suspected violations directly to the entire Board of Elders.

(d) *Accounting and Auditing Matters.* The Board of Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Elders shall work until the matter is resolved.

(e) *Evidence.* Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) *Investigation of Complaint.* After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Board of Elders. The Board of Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Elders shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations.* The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Whistleblower Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

#### **14.03 Safeguards.**

(a) *Confidentiality.* Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to: