

AMENDED AND RESTATED BY-LAWS OF WEST EVANGELICAL FREE CHURCH OF WICHITA

ARTICLE I – MEMBERS

Section 1 – Congregational Authority

The form of government of this church shall be congregational. Ultimate governing authority shall reside in the members of the congregation, subject to the greater authority of Christ and the Scriptures. The congregation shall retain primary authority over: i) the election of Elders; ii) the hiring of senior staff (as further described in Article III); iii) the adoption and approval of a budget; iv) purchasing, leasing, transferring, mortgaging, or selling real property; v) incurring debt; and vi) amending the Articles of Incorporation and the Bylaws (pursuant to the procedures set forth in the Articles of Incorporation). Primary authority for all other issues shall be delegated to the Elder Board, which may further delegate any such items from time to time as it deems appropriate. In all matters, however, the authority of the Elder Board shall be subject to the greater authority of the congregation, both of which shall be subject to the authority of Scripture and lordship of Christ.

Section 2 – Qualifications for Membership

The membership of this church shall be composed of individuals who meet the qualifications of membership set forth in Article IV of the Articles of Incorporation. The Elder Board may establish procedural requirements and other expectations of members as it deems appropriate and consistent with Scriptural teaching. Only members who are sixteen years of age or older shall be permitted to vote in business meetings of the church.

Section 3 – Approval of New Members

The Elder Board shall adopt and approve a membership application as it deems appropriate from time to time. Any person desiring to join in the membership of the church shall complete the membership application and return it to the church office. The applicant shall then be examined by interviewers appointed by the Elder Board for that purpose. At least two interviewers shall examine all applicants. Interviewers may, but need not, be Elders. If, in the unanimous opinion of the interviewers, the applicants make a clear statement of faith in Jesus Christ as Savior, agree to submit to our Statement of Faith, and meet the requirements for membership, they shall recommend to the Elder Board that the applicants be accepted into the membership. If after reviewing the membership interviewers' report, the applicant is found eligible for membership, the Elder Board shall by majority vote receive the applicant into the membership of the church. New members received shall be reported to the congregation at the next regular or special business meeting of the membership.

Section 4 – Agreement of Members

All persons who are accepted into the membership of this church, and who continue in active membership of this church, by such acceptance and continuance agree to abide by the Articles of Incorporation and Bylaws of the church, and voluntarily agree to submit to the discipline of this church.

Section 5 – Termination of Membership

A. Any member of the church may resign his or her membership at any time.

B. Any member who has absented himself or herself from continued attendance and participation in the activities of the church for at least three months may, after due inquiry and consideration by the Elder Board, be declared an "Inactive Member" by the Elder Board. Inactive members shall not be permitted to vote at congregational meetings. Members declared as inactive members who return to active participation in the activities of the church may be restored to full membership by the Elder Board.

C. Any member, whether or not declared an inactive member, who has not participated in the activities of the church for at least six months may be considered for termination of membership by the Elder Board. Before termination of membership due to inactivity, the Elder Board shall consider whether it would be in the best spiritual interests of the member and the church for the member to be contacted if possible, notified of such consideration, and requested to inform the Elder Board of his or her status and intentions. If contact is deemed appropriate, and attempted, the Elder Board shall consider the response submitted, or wait an appropriate amount of time for a response, before taking action. In any event, the Elder Board may, by affirmative majority vote, terminate the member's membership if it deems that action appropriate.

D. Any member, regardless of his or her participation in the activities of the church, may be considered for termination of membership by the Elder Board if the Elder Board considers the member to no longer meet the requirements of membership in the church, or otherwise considers such action in the best spiritual interests of the member and the church. Before termination may occur, the member in question shall be notified by the Elder Board of its concerns and given due opportunity to respond.

E. Only members who have not resigned or had their membership terminated, and who have not been declared inactive members, shall be permitted to vote in business meetings of the church.

Section 6 – Meetings of the Membership

Regularly scheduled business meetings of the membership shall occur four times a year, typically during the months of January, April, July, and October, at such time and place designated by the Trustee Board. The January meeting shall be considered the annual business meeting. Special business meetings in addition to the four regular business meetings may be called by the Board of Trustees. In addition, special meetings shall be held at the request of the Lead Pastor, the Church Chairman, forty percent of the members of the Elder Board, or by a signed petition of no less than twenty percent of the total active church membership.

Advance notice of the time and place of all meetings, whether regular or special, shall be announced in the bulletin the two Sunday mornings prior to the meeting. The announcement shall include notice of all significant items to be considered at such meeting. Significant items shall include without limitation all items over which the membership retains primary authority as set forth in Section 1 of this Article, and any proposed termination of senior staff or an Elder. Significant items of business which were not announced in advance may not be debated or decided at the meeting, and any motions to do so shall be out of order. At any meeting, regular or special, which was announced in advance and for which all significant items to be considered were noticed in advance, as required in this Section, a quorum shall consist of the number of members present. Members must be present in person to vote; no proxy voting, advance, or absentee voting will be permitted. The Church Chairman shall preside at all meetings of the membership; or in his absence, the Board of Trustees shall designate an individual to preside.

ARTICLE II – ELDERS

Section 1 – Authority and Responsibility of the Elder Board

The Elder Board shall be deemed the chief spiritual officers of the church. Consistent with the provisions of the Articles of Incorporation of the church and of these Bylaws, the Elder Board may consider and decide matters themselves, it may delegate them in whole or part to pastors, staff or other individuals it deems appropriate, or it may designate or appoint boards or committees it deems appropriate and task the boards or committees with the appropriate mission and authority requisite for the assigned responsibilities. Notwithstanding the delegation of any spiritual or business affairs to any other board, committee or assignee, whether by these Bylaws or otherwise, the Elder Board shall, except as limited by the Articles of Incorporation or these Bylaws, retain ultimate authority over all areas of the church and may change, modify, or set aside any decisions or actions by such groups or individuals as it deems to be in the best spiritual interests of the church; provided, however, that all authority of the Elder Board shall be subject to the greater authority of the congregation; both of which shall be subject to the authority of Scripture and the lordship of Christ.

Section 2 – Composition of the Elder Board

The Elder Board shall consist of ten members: the Lead Pastor, and nine lay church members elected as Elders by the congregation. Elders must be male members in good standing of at least 25 years in age, who are mature in their faith and recognized as practicing shepherds of the flock, and who meet the requirements for church leadership set forth in *1 Timothy 3:1-10*; *Titus 1:5-9*; and *1 Peter 5:1-5*.

Section 3 – Election of Lay Elders

A. Nominations. No later than April of each year, the existing Elder Board shall appoint a Nominating Committee, composed of men and women who are members of the church in good standing. No more than a third of the appointed members of the Nominating Committee may be current members of the Elder Board. The appointed members shall work with the Lead Pastor, who shall be a non-voting, ex-officio member of the Nominating Committee, to prayerfully and carefully consider qualified members of the church for nomination as Elder. The Nominating Committee shall affirmatively solicit input from the congregation in this process. Elder nominees shall be selected for their spiritual gifts and qualifications for the office of Elder. The Nominating Committee shall present a recommended slate of qualified Elder nominees to the Elder Board for approval.

B. Congregational Affirmation. The slate of Elder nominees, as approved by the Elder Board, shall be announced in the bulletin five Sundays prior to the October business meeting. No later than two weeks from the first announcement, additional names for consideration for Elder may be made upon written request signed by two members of the church and submitted to the Nominating Committee, who shall interview the individuals prior to the October meeting. If the Nominating Committee so chooses and the Elder Board approves, the names may be added to the slate of Elder nominees. At the October meeting, the approved slate of Elder nominees (including the names added, if any, pursuant to the provisions of this subsection) shall be placed into nomination by the Nominating Committee, with no second of the nomination required. Any additional names which were submitted in advance for consideration pursuant to the provisions of this subsection, but which were not added to the slate of Elder nominees, may be considered as nominations from the floor, made and seconded by the two individuals who submitted such names. No other nominations may be made at that meeting. All nominees shall then be presented to the members present for their approval of each nominee to the Elder Board by secret, written ballot. Members may vote to approve as many, or as few, of the nominees as they wish, irrespective of the number of actual Elder positions to be elected at the January business meeting. To receive approval to stand for election to the Elder Board at the January business meeting, an Elder nominee must receive an affirmative vote of seventy-five percent of the members present and voting. All approved nominees shall receive instruction and training in the office of Elder prior to the January business meeting.

C. Congregational Election. Election for the office of Elder shall be held at the January business meeting. Only those nominees who received the requisite congregational approval at the October business meeting, and who have received the instruction and training in the office of Elder thereafter, shall be eligible for election. All eligible nominees shall be listed for the office generally, and not for a specific position. Election shall be by secret, written ballot, with each member of the church present and in good standing entitled to vote for as many nominees as there are Elder positions open. The three nominees receiving the highest number of votes will be elected to full terms. If Elders are also being elected for the completion of open, unexpired terms, nominees receiving the next highest number of votes after the full terms have been filled will be elected to the unexpired terms, with the longest unexpired terms being filled by such individuals receiving the next highest number of votes.

D. Terms of Office. At each January business meeting, three Elders shall be elected to three-year terms; any open, unexpired two or one-year terms may also be filled. An individual may be elected to two successive full terms, but thereafter must remain out of the position for at least one year before being eligible to be reelected to that office. If an individual is elected to a two-year unexpired term, he shall be considered for this purpose to have served one full term; but if he is elected to a one-year unexpired term, that unexpired term shall not be considered with regard to the two successive full-term limit.

Section 4 – Meetings of the Elder Board

The Elder Board shall no less often than annually elect one of its members as Chairman, and elect such other Elder Board officers as it deems appropriate. The Elder Board shall meet once a month, or more or less often as the Chairman of the Elder Board shall determine. In the absence of a monthly meeting, the Elder Board shall meet upon written request signed by one-third of the members of the Elder Board. Meetings shall be open to those members or regular attenders of the church who wish to observe, unless the Elder Board shall vote to go into an Executive Session for the consideration of confidential or sensitive matters. During an Executive Session, only the ten members of the Elder Board and any other such individuals as they may invite to join them may be present, unless the Executive Session is to discuss matters pertaining to the Lead Pastor, or to any other Elder, in which case such individual may not be present nor vote during the Executive Session.

Section 5 – Removal of an Elder

A. **Removal by the Elder Board.** A currently-serving member of the Elder Board may be removed from office by an affirmative vote of seventy-five percent of the entire number of the remaining Elder Board membership (not counting the Elder in question in either the numerator nor the denominator for purposes of computing the seventy-five percent vote). Such removal may be upon spiritual or other grounds, as the Elder Board prayerfully and carefully considers in the best interests of the church. A removal vote may be held at either a regular or special meeting of the Elder Board, but the Elder in question shall be provided with advance notice of the proposed removal, and be provided due opportunity to be heard. If the requisite affirmative vote to remove is obtained, the removal shall be reported to the membership. The removal need not be automatically considered at the next meeting of membership (whether regular or special), but upon written request signed by two members of the church, review of such removal shall be duly noticed and placed on the agenda for the next meeting. At such meeting, the removed Elder may be reinstated to the Elder Board upon a seventy-five percent affirmative vote in favor of reinstatement by those members present and voting.

B. **Removal by the Membership.** In the alternative to the procedure in subsection A above, a currently serving member of the Elder Board may be removed from office by a simple majority affirmative vote of the membership. Such a proposal may only be considered at a meeting of the membership if due notice of the proposed action is provided in advance; however, upon written request signed by two members of the church, the proposed removal shall be duly noticed and placed on the agenda for the next scheduled meeting (whether regular or special).

ARTICLE III – STAFF

Section 1 – Pastors and Staff Defined

The pastors and staff of the church shall consist of:

- A. the Lead Pastor;
- B. an administrative, executive or similar pastor, if such position is recommended by the Elder Board and approved by the membership;
- C. full time pastors or ministry directors who have primary responsibility over a major ministry area;
- D. other pastors or ministry directors in addition to those previously set forth in subsections A, B, or C of this section; and
- E. non-pastoral or ministerial staff.

The individuals described in subsections A, B, and C above shall be considered, for purposes of these Bylaws, as “senior staff.” Pastors shall meet the requirements for church leadership set forth in I Timothy 3:1-10; Titus 1:5-9; and I Peter 5:1-5. All other individuals holding any position set forth in subsections B, C, or D of this section shall meet the spiritual and character requirements for church leadership set forth in I Timothy 3:1-10; Titus 1:5-9; and I Peter 5:1-5.

Section 2 – Hiring Senior Staff

If the Elders desire to create a search or interview committee to fill a vacant senior staff position, their intent to do so shall first be announced in the bulletin for two Sunday mornings, with the announcement including a means for members interested in serving on the committee to notify the Elders. After the announcement has been made, the Elders may upon prayerful consideration appoint a search or interview committee, and task it as it deems appropriate. The committee shall include at least one lay elder or former elder in good standing, but no more than twenty-five percent of the committee may be comprised of lay elders. The Lead Pastor shall be a voting member of the committee, unless the committee is being tasked to find a new Lead Pastor. The Elder Board may either create a job description for such senior staff position, or it may request the committee to recommend a description to it for its approval. The committee may recommend to the Elder Board that an applicant be invited to candidate at the church, and if the Elders approve, the committee shall arrange the same. Thereafter, the Elders may, if they choose, recommend to the members that the applicant be issued a call to fill the senior staff position. The recommendation shall be presented at a duly-noticed and called meeting of the membership, whether regular or special, and at the meeting the members shall vote by secret, written ballot on the recommendation that the applicant be called. Approval of the call will require a three-fourths affirmative vote of the members present and voting at the meeting. If the applicant accepts the call, the applicant and spouse (if married) shall sign the membership application form then in existence, and the vote approving the call shall also then be considered a vote approving membership for them both.

Section 3 – Hiring Other Staff

All individuals other than senior staff (i.e., those described in subsections D and E of Section 1 of this Article) may be hired directly by the Elder Board, or the Elder Board may delegate the authority for such hiring to pastors, staff or committees as it deems appropriate. Job descriptions for such individuals except those in E of Section 1 of this Article shall be as approved by the Elder Board.

Section 4 – Termination of Staff

All pastors or staff may resign at any time, although appropriate notice of resignation is expected (which, in the case of senior staff, is at least two months unless a different period be agreed upon). Senior staff may be removed pursuant to the identical process for removing Elders as set forth in Article II, Section 5 above. Senior staff shall be entitled to at least 3 months severance pay upon removal, although the payments may be cancelled at the Elders' direction if the terminated senior staff finds new pastoral employment during the three month period. Those individuals described in subsection D of Section 1 of this Article may be removed with the approval of the Elder Board, and shall be entitled to at least one month severance pay upon removal, subject to cancellation upon earlier re-employment. Those individuals described in subsection E of Section 1 of this Article may be removed with the approval of the Executive Pastor.

Section 5 – Lead Pastor

The Lead Pastor shall be a non-voting, ex-officio member of all committees created in the church, unless upon his recommendation the Elder Board approves a different pastor or ministry director to serve in that capacity. The Lead Pastor shall have ultimate supervisory authority, whether direct or indirect, over all church employees, including over all other senior staff. Supervisory lines of authority shall be pursuant to an organizational chart approved by the Elder Board.

ARTICLE IV – TRUSTEES

Section 1 – Authority and Responsibility of the Board of Trustees

The Board of Trustees shall be deemed the chief legal and business officers of the church. The Board of Trustees shall exist in the spirit of Acts 6 to assist the Elder Board in concentrating its attention on the spiritual life and ministry of the church. Elected by the Elder Board from the membership of the church, it shall at all times be subject to the higher authority of the Elder Board. Within such scope of authority, and consistent with the Articles of Incorporation and Bylaws of the church, the Board of Trustees shall administer the business matters of the church, and shall have specific responsibility for handling the financial and legal matters of the church. Legal title to real and personal property of the church shall be held and conveyed in its corporate name. Deeds and conveyances of real and personal property shall be signed by the Chairman and by two other officers of the Board of Trustees. The Board of Trustees shall have no power to buy, sell, mortgage, lease, or transfer real property without the consent of the membership. The Board of Trustees shall have no power to incur any contractual indebtedness without the consent of the membership. The Trustees shall be responsible for the collection and disbursement of church finances, and shall maintain accurate and complete records of all financial transactions. The Trustees shall annually prepare a budget by department to be approved and adopted by the membership at the annual business meeting of each year. The budget is to provide a plan for income and expenses. The Trustees, contingent upon a two-thirds vote, may amend and update the budget as circumstances require. All changes to the budget shall be presented to the membership at the next regular business meeting and such changes may be modified by the membership. The Trustees must approve in advance expenses above the department's annual budget. The Trustees shall prepare and present a financial report accurately disclosing the receipts and expenditures of the church at each regular business meeting. The Board of Trustees shall arrange for an independent financial review of the church financial records by a professional accountant or accounting firm no less frequently than once every five years, but more frequently if the Trustees deem it appropriate. The Trustees may also arrange for an independent review of the church financial records in between such professional reviews, by a competent individual(s) who are not a member of the Board of Trustees nor employed by the church. The results of either such review shall be reported to the congregation at the first business meeting following the completion of such reviews. The financial review shall be performed by individuals independent of the Board of Trustees; no Trustee may participate in the financial review. The Board of Trustees shall set the agenda for the business meetings of the membership. The Trustees shall establish and administer such business and operating policies as they deem appropriate. The Trustees may designate or appoint committees it deems appropriate for the furtherance of the church's business, legal, and financial matters, and task such committees with the appropriate mission and authority requisite for the assigned responsibilities.

Section 2 – Composition and Appointment of the Board of Trustees

The Board of Trustees shall consist of the Lead Pastor, an administrative or executive or similar pastor if such position exists, the Chairman of the Elder Board, and other board members appointed by the Elder Board in such number as the Elder Board deems appropriate. Such members shall include at least one other member of the Elder Board, an individual chosen by the Elder Board as the Financial Secretary of the church, and an individual chosen by the Elder Board as the Treasurer of the church. All appointees to the Board of Trustees by the Elder Board shall serve at the pleasure of the Elder Board, for a term of one year or until replaced. Individuals appointed to the Board of Trustees by the Elder Board must be members in good standing of the church, and must meet the spiritual and character requirements for church leadership set forth in Acts 6:3; and I Timothy 3:8-13. The Elder Board shall appoint one of the Elders serving on the Board of Trustees as the Chairman of that board; this individual shall also be the Church Chairman. If a Vice Chairman is named, such individual must also be an Elder serving on the Board of Trustees, named as such by the Elder Board. In addition to the officers of the Board of Trustees named in this section, the Board of Trustees may elect from its membership other officers as it deems appropriate. All officers of the Board of Trustees shall also be the legal officers of the church.

I, Deb Somson, Secretary of West Evangelical Free Church of Wichita, do hereby certify that the foregoing Amended and Restated Bylaws of West Evangelical Free Church of Wichita were duly presented and discussed at a meeting of the membership held on July 31, 2016, and were thereafter duly adopted at a meeting of the membership held on October 30, 2016, in accordance with the Articles of Incorporation.

Dated: October 30, 2016