BYLAWS OF
THORNAPPLE EVANGELICAL COVENANT CHURCH
OF GRAND RAPIDS, MICHIGAN

6595 Cascade Road, S.E., Grand Rapids, Michigan

2/28/99

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In order to implement the Amended and Restated Articles of Incorporation (the "Constitution") of Thornapple Evangelical Covenant Church of Grand Rapids, Michigan (this "Church"), the following Bylaws are adopted by the Council of Elders and the Active Members to govern the affairs of this Church.

ARTICLE I - MEMBERSHIP

Section 1. Responsibilities of Membership. Each member of this Church shall assume the responsibilities and obligations placed on him or her by the Word of God and this Church and its Covenant of Fellowship. Through witness by life and word, consecrated service, prayer, and financial support, each member shall further the cause of Christ in this Church, the Covenant, and throughout the world. Each member is expected to actively participate in the ministry of this Church, according to his or her gifts from God, by contributing his or her time and resources to His service. Each member is expected to:

a. Protect the unity of this Church by acting in love toward other members, refusing to gossip, and supporting this Church's leadership;

b. Share responsibility for this Church by praying for its growth, inviting the unchurched to attend, and warmly welcoming those who visit;

c. Serve the ministry of this Church by using his or her gifts in the service of this Church and developing a servant's heart; and

d. Support the testimony of this Church by attending faithfully, endeavoring to grow in Christian maturity, and giving regularly.

Section 2. Application for Membership. An individual desiring to obtain membership in this Church shall apply to the Council of Elders and provide such information as reasonably requested. An applicant shall meet the requirements of Article V, *Confession of Faith,* and Article VII, *Membership,* of the Constitution and shall be willing to undertake the responsibilities prescribed in Article I, *Membership,* Section 1, *Responsibilities of Membership,* of these Bylaws. An applicant shall complete an orientation program, offered periodically, as prescribed by the Council of Elders.

Section 3. Process for Membership. Each application shall be reviewed by the Council of Elders or a committee or Ministry Team designated by the Council. Each applicant shall meet with the Council of Elders or a committee or Ministry Team designated by the Council. The Council of Elders shall vote to accept or reject an application based on the qualifications for membership prescribed by the Constitution and these Bylaws. An applicant from another Christian church may submit a letter of transfer when available to the Council of Elders, together with any other information otherwise requested in this application process, and the application shall be processed as provided in this Section. Action on an application shall be taken by the Council within three months of receipt of all required information from a qualifying applicant.

Section 4. Reception of New Members. An applicant who is voted into the membership of this Church shall be welcomed at the next regular worship service and shall make a public confession of his or her Christian Faith, as outlined in *A Book of Worship for Covenant Churches*.

Section 5. Classification of Members. The membership of this Church shall be classified as follows:

a. Active Members. Each resident member 14 years of age or older who faithfully upholds the responsibilities of members as prescribed by Article I, *Membership,* Section 6, *Responsibilities of Membership,* shall be given all the rights and privileges of an "Active Member" of this Church.

b. Associate Members. A person may apply to the Council of Elders to become an "Associate Member" of this Church. This status is available to any person who desires to retain membership in another Christian church while temporarily a resident in this community for such reasons as study, employment, or health. This status is also available to a current member who is no longer a resident in this community for such reasons as study, employment, or health, but who desires to continue in relationship with this Church. If not already a current member of this Church, an applicant for Associate Member status shall meet the qualifications for membership prescribed in the Constitution and these Bylaws. An Associate Member shall have the rights and privileges of membership, exclusive of the right to vote or to hold elected office. An Associate Member may ask to receive communications from this Church.

c. Inactive Members. Any member, other than an Associate Member, who without reasonable excuse does not regularly attend worship services of this Church for a period of one year shall become an "Inactive Member" and shall be notified in writing of this change in status. The notice shall offer to convert the member to Associate Member status upon request. The membership of an Inactive Member who without reasonable excuse has not regularly attended worship services for a second year may be addressed as a negligent member under Article I, *Membership,* Section 8, *Discipline of Members*, of these Bylaws. An Inactive Member shall not be counted for purposes of determining a quorum for any business meeting of the membership. An Inactive Member may ask to receive communications from this Church and, after having shown renewed interest, may request a return to

status as an Active Member or Associate Member, which may be granted by action of the Council of Elders. An Inactive Member shall have the rights and privileges of membership, exclusive of the right to vote or to hold elected office.

Section 6. Membership Rolls. The Secretary shall prepare and maintain the "Membership Rolls" of all current members of this Church. The Membership Rolls shall designate whether a person is an Active Member, Associate Member, or Inactive Member of this Church. The Membership Rolls shall contain the last known address of each member. The Membership Rolls shall be available to any member, but shall not be disclosed or used for any purpose other than the internal affairs of this Church without the prior express approval of the Council of Elders. The names and addresses shown on the Membership Rolls shall be deemed final and conclusive for all purposes under these Bylaws and it shall be the duty of any member to update this Church in writing with a new or different address.

Section 7. Review of Membership Rolls. The Membership Rolls shall be reviewed by the Council of Elders not less than annually to determine whether each person continues to qualify as an Active Member, Associate Member, or Inactive Member of this Church. As part of this review, the Financial Secretary shall advise the Council if any current member has not financially supported the ministry of this Church during the current or preceding fiscal years. Based upon the membership criteria prescribed by these Bylaws, the Council may direct the Secretary to change a member's status on the Membership Rolls and may address the matter under Section 8, *Discipline of Members*, of this Article. Council's review of the Membership Rolls shall be completed prior to determining those persons eligible for notice of the annual membership meeting.

Section 8. Discipline of Members.

a. Negligent Members. A member who neglects his or her responsibilities as prescribed in these Bylaws shall be counseled by one or more Elders or members of the Pastoral Team. (In assessing whether a member has not financially supported this Church's ministry, the Financial Secretary may disclose to the Elders, and the Elders shall treat as strictly confidential, the fact that a member has not contributed to this Church during the current or preceding fiscal years of this Church.) If this counseling is not heeded, the member shall be dealt with as an erring member.

b. Erring Members. A member known to err in doctrine or conduct prescribed by the Bible, shall be admonished according to the procedure outlined in Matthew 18: 15-18 and Galatians 6:1. A fellow member having knowledge of such error shall, in the spirit of Christian love, seek to restore an erring member. If the erring member does not heed this counsel, the matter shall be brought to the attention of the Council of Elders, which shall in meekness and gentleness seek to restore the erring member. If the erring member fails to heed the counsel of the Council of Elders, discipline shall be administered in the spirit of Christ with due regard for the welfare of the erring member and this Church. Discipline may include termination of membership as provided in these Bylaws.

Section 9. Termination of Membership. Membership in this Church may be terminated only as follows:

a. Voluntary. Membership may be terminated at a member's own request. If so requested, this Church shall send a letter of transfer to another church at the member's direction.

b. Involuntary. When a member's testimony, attendance, or support of the ministry of this Church is seriously inconsistent with the Bible or qualification for membership in this Church, as prescribed by this Church's Constitution and Bylaws, his or her membership shall be examined and re-evaluated by the Council of Elders. The erring member shall be counseled by one or more Elders or members of the Pastoral Team. If, thereafter, an erring member has neither taken appropriate corrective action nor voluntarily withdrawn from membership, then the matter shall be presented to the Council of Elders. After delivery of written notice to the erring member and an opportunity to address the Council, in person or in writing, at a regular or special business meeting, the erring member's membership may be terminated by a two-thirds majority vote of the entire Council. A terminated member shall be notified in writing of the Council's action. If appropriate under the circumstances, the notice shall offer to convert a terminated member's status to an Associate Member status upon request. A terminated member may request the Council's reconsideration of the membership termination.

c. Effect of Termination. Upon termination of a membership, the Council's action shall be reflected on the Membership Rolls. A former member of this Church shall have no further rights or responsibilities with respect to this Church or its property, and shall be deemed to have resigned from any and all offices of this Church then held without any further action or notice.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. Times and Places of Meetings. All meetings of the members shall be held at the Church at such times as may be determined from time to time by the Council of Elders. Annual business meetings of the members shall be held at least once each calendar year. In the absence of a designated date and time, the annual business meeting of the members shall be held not later than the last Sunday in February. Special business meetings of the members may be called by a majority of the Council of Elders, the Chair of the Council, the Senior Pastor, or petition of not less than 25 percent of the Active Members of this Church.

Section 2. Notice of Meetings. Written notice of each business meeting of members shall be published in the weekly bulletin and sent to each Active Member entitled to vote at the meeting not less than ten days nor more than one month before the date set for the meeting. The notice shall state the time, place, and anticipated purpose or purposes for the meeting. Notice shall be deemed effective for all purposes when sent by the Church by regular mail to the last known address for an

Active Member, whether or not received. A single notice may be sent to more than one Active Member residing in the same household.

Section 3. Quorum. Unless a greater or lesser quorum is provided in the Constitution, these Bylaws, or by law, 25 percent of all Active Members appearing on the Membership Rolls shall constitute a quorum for the conduct of business at any business meeting of the membership. An Active Member represented at a meeting by a proxy permitted under the Constitution and these Bylaws shall be counted in determining the presence of a quorum. No written absentee ballot shall be counted in determining a quorum. If there is no quorum, the chair of the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present, when any business may be transacted which might have been transacted at the meeting as first convened had there been a quorum. Once a quorum is determined to be present for any and all purposes of the meeting (not counting any absentee ballot), the members present at any meeting may continue to do business until adjournment, notwithstanding the withdrawal of any member leaving less than a quorum.

Section 4. Vote Required. When a quorum is present for purposes of taking an action at a meeting, the action to be taken, other than the election of Elders, shall be authorized by a simple majority of the votes cast by the Active Members, represented in person, by permitted proxy, or by written absentee ballot, unless a greater vote is required by the Michigan Nonprofit Corporation Act, the Constitution, or these Bylaws.

Section 5. Voting Rights; Written Ballots. Each person qualifying and designated as an Active Member on the Membership Rolls on the meeting date shall be entitled to one vote in person, by permitted proxy, or by written absentee ballot. For any matter properly presented to a business meeting, the Council of Elders may prepare and circulate a form of written absentee ballot for Active Members. When that written absentee ballot is properly signed and dated by an Active Member and returned to the Secretary at or before the meeting, that written absentee ballot shall be deemed to be a valid proxy in favor of the Council of Elders authorizing the Chair, Vice Chair, Secretary, Financial Secretary, or Treasurer to vote on behalf of that Active Member strictly in accordance with that written ballot at that meeting or any adjournment of that meeting.

Section 6. Conduct of Meetings. Meetings of members shall generally follow accepted rules of parliamentary procedure described in *Robert's Rules of Order, Newly Revised*, subject to the following:

a. The chair of the meeting shall have absolute authority over matters of procedure, and there shall be no appeal from the ruling of the chair. The chair may require any person to leave the meeting who is not a member of record.

b. The chair may introduce nominations, resolutions, or motions submitted by the Council of Elders for consideration by the members without a motion or second. Except as the chair may allow, a resolution or motion not submitted by the Council of Elders

shall be considered for a vote only if proposed by an Active Member and seconded by a different Active Member.

c. Except as the chair may allow, in order to be acted upon at a business meeting, any matter not relating to a purpose described in the meeting notice shall be submitted in writing to the Council of Elders not less than three days prior to the meeting. If properly submitted, the matter shall be placed on the agenda for consideration in the manner determined by the Council or chair of the meeting.

ARTICLE III - COUNCIL OF ELDERS

Section 1. Delegation of Authority. This Church's membership prayerfully delegates to the Council of Elders all rights, duties, and powers specified in the Constitution and as further provided in these Bylaws.

Section 2. Powers and Duties. The Council of Elders shall propose, enact, and oversee the ministry and business affairs of this Church, receive minutes, and act upon recommendations from the Pastors, any Ministry Teams, and any Council committees. The Council of Elders or any of its members shall assume Pastoral duties in the absence or unavailability of one of the Pastors. The Council of Elders shall:

a. Be responsible for the life, spiritual health, and direction of this Church.

b. Establish, review, and modify as necessary the mission, vision, strategies, and policies of this Church.

c. Evaluate the need and effectiveness of each Ministry Area annually, including evaluation of performance against stated objectives.

d. Authorize the creation of new Ministry Areas when needed, and dissolve Ministry Areas which are no longer effective or appropriate, as provided in Article VII, *Committees, Task Forces, and Ministry Teams*, of these Bylaws.

e. Assure that the Church's spending is within the annual operating budget, and if revenue falls short of budgeted projections, shall delay, adjust, or reduce expenditures appropriately to keep expenses within the operating budget for the fiscal year.

f. Upon recommendation of a committee or Ministry Team, approve any special fund-raising project. The Council of Elders shall have authority to consider and accept a grant for a special ministry project. If deemed advisable, the Council may bring the grant to the Active Members for their approval as an amendment to the operating budget.

g. Maintain minutes of its business deliberations and decisions and make available those minutes to the membership of this Church. Personnel and pastoral care deliberations shall be held in confidence.

h. Prepare, implement, and monitor each pastoral compensation plan.

i. Provide for the growth, support, and development of the Senior Pastor and evaluate his performance.

j. Recommend to the Active Members the termination of employment of a Pastor or any other staff position. Termination of any staff position shall also be within the authority of the Senior Pastor.

Section 3. Number of Elders. The number of Elders which shall constitute the whole Council of Elders shall be determined by unanimous resolution of the entire Council of Elders, from time to time, subject to the limitations in the Constitution. The Council of Elders shall be comprised of not less than nine elected members and the Senior Pastor (as a voting member). The Treasurer shall be an *ex officio* (nonvoting) member of the Council. The Council shall have the authority, by unanimous vote of all members, to include other members of the Pastoral Team on the Council as *ex officio* (nonvoting) members. The Chair, Vice Chair, and Secretary of the Church shall be elected annually from among the Council.

Section 4. Qualifications. Each Elder must be an Active Member and meet the Scriptural qualifications for the office of Elder as outlined in 1 Timothy 3:8-13 and Titus 1. In addition, eligibility shall be based upon the person's active participation in this Church by proving leadership and demonstrating spiritual maturity for at least one year (*e.g.*, as a Ministry Team Leader).

Section 5. Nominations. The Nominating Committee shall prepare a list of qualified candidates for election to the Council of Elders for presentation to the Active Members at least one month prior to the annual business meeting of members. The list of candidates shall be sent to members with the notice of the meeting. A written absentee ballot for the election shall be prepared and mailed to all Active Members at least ten days before the meeting. Additional nominations by any Active Member may be made in writing to the Council of Elders at least seven days before the meeting. All nominations shall require the consent of the individual nominated.

Section 6. Term of Office; Election. The Council of Elders shall be elected by the Active Members to serve a three-year term, as provided in the Constitution. No person is eligible to serve more than two consecutive terms on the Council of Elders without at least one intervening term before becoming eligible for renomination to the Council of Elders. One class of Elders will be elected at each annual meeting. Elders will be elected individually, and not as a slate, by a plurality of the Active members represented and voting at the meeting.

Section 7. Removal and Discipline. An Elder may be removed from office prior to the expiration of his or her term only as follows:

a. An Elder may resign voluntarily.

b. An Elder may be removed from office, with or without cause, with or without notice, by two-thirds vote of the Active Members represented and voting at a properly convened business meeting.

c. An Elder shall be deemed to have vacated his or her office upon ceasing to be an Active Member; an Elder may be removed for cause if he or she moves from the vicinity and thereby can no longer serve effectively.

d. An Elder may be removed for cause from office, after receiving prior written notice, by unanimous vote of the entire Council of Elders (excluding the affected Elder) at any business meeting of the Council and not by written consent. Any Elder to be removed from office by the Council shall have the right, exercisable by giving written notice to the Council, to appeal that decision to the Active Members of this Church at a special business meeting called for this purpose. If the Elder does not give notice of an appeal within 15 days after the Counsel's removal action, then the Council's removal action shall become final and unappealable. If the Elder gives notice of appeal, then a special business meeting shall be called by the Council for this purpose, as provided in these Restated Articles of Incorporation and this Church's Bylaws, on a date that is not more than 30 days after the Council's action. At the special meeting, the Elder shall have the right to address the members concerning the Council's removal action. The Counsel's removal action shall be reversed, and the Elder shall continue in office for the remainder of his or her term, by a majority vote of the Active Members represented and voting at that meeting.

Section 8. Vacancies. Any vacancy occurring in the Council of Elders caused by resignation, removal, death, disqualification, or other incapacity, and any newly created eldership resulting from an increase in the number of Elders, may be temporarily filled by a majority vote of all Elders then in office, whether or not a quorum, or may be left vacant until the next annual election. Each Elder chosen to fill a vacancy or a newly created eldership shall hold office until the next election of Elders. For the next annual business meeting, the Nominating Committee shall nominate a candidate to fill the unexpired term. An Elder elected to fill an unexpired term shall be eligible to repeat his or her term once, and then must wait one term before becoming eligible for renomination to the Council.

ARTICLE IV - MEETINGS OF ELDERS

Section 1. Places of Meetings. The Council of Elders of this Church may hold meetings, both regular and special, at the Church or within Kent County, State of Michigan.

Section 2. Organizational Meeting of Council. The Council of Elders may meet immediately following each annual meeting of members and no notice of such meeting shall be necessary to convene the meeting, provided that a quorum is present. In the event such meeting is not held immediately following the annual meeting of members, the meeting may be held at such time and place as shall be specified in a notice given as provided in these Bylaws for special meetings of the Council of Elders, unless such notice shall have been waived by each of the Elders as provided in these Bylaws.

Section 3. Regular Meetings. Regular meetings of the Council of Elders may be held with or without notice at such time and at such place as from time to time shall be determined by the Council of Elders.

Section 4. Special Meetings. Special meetings of the Council of Elders may be called by the Chair, the Senior Pastor, or any Elder on two days' telephonic or written notice to each Elder. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council of Elders need be specified in the notice of such meeting.

Section 5. Council Quorum. At all meetings of the Council of Elders a majority of the members of the Council of Elders then in office shall constitute a quorum for the transaction of business, and the action of a majority of the Elders present at any meeting at which there is a quorum shall be the action of the Council of Elders, except as may be otherwise specifically provided by statute, the Constitution, or these Bylaws. If a quorum shall not be present at any meeting of the Council of Elders, the Elders present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Action Without a Meeting. Unless otherwise restricted by the Constitution or these Bylaws, any action required or permitted to be taken under authorization voted at any meeting of the Council of Elders, or of any committee of the Council, may be taken without a meeting if, before or after the action, <u>all members</u> of the Council then in office or of such committee, as the case may be, unanimously consent to the action in writing. The consent shall have the same effect as a vote of the Council or committee for all purposes. Any such written consent shall be filed with the minutes or proceedings of the Council or committee.

Section 7. Meeting by Telephone or Similar Equipment. The Council of Elders or any committee appointed by the Council of Elders may participate in a meeting of the Council or committee by means of conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 8. Waiver of Notice. An Elder's attendance at or participation in a meeting of the Council of Elders or any committee constitutes a waiver of notice of the meeting, unless the Elder at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the