

**BYLAWS
OF
BLOOMFIELD REFORMED CHURCH, INC.**

Bloomfield Reformed Church, Inc., is a Church, organized under the Michigan Nonprofit Corporation Act, as amended (the “Act”), and hereby adopts these Bylaws to describe and clarify the Church’s purpose, structure, leadership, and operations. This is necessary to effectively manage the ministries of the Church, and uphold and promote the Church’s mission, values, and statement of faith, so that the Church can pursue its primary task existing for the glory of our triune God as witnesses who exalt Jesus Christ in all things and make disciples of our neighbors and the nations in the power of the Holy Spirit (Matthew 28.19-20).

**Article I
Name and Authority**

1. **Organization.** The name of this religious nonprofit corporation is Bloomfield Reformed Church, Inc, and is referred to as the “Church” throughout these Bylaws. A DBA Name has been properly registered with the state, so the Church will conduct its ministry under the trade name ‘Grace Hills Church’ (hereinafter referred to as the 'DBA Name'). The principal office of the Church will be in the State of Michigan. Elders of the Church will function as the Board of Directors (the “Elders”), and will possess all of the powers and responsibilities of a board of directors under the Act. The Elders will appoint and maintain a registered office and registered agent in Michigan. The registered office may be, but need not be, identical with the Church's principal office, as determined by the Elders. In addition, the Elders may change the registered office and the registered agent as provided for in the Act.
2. **Ecclesiastical Tribunal.** The highest ecclesiastical tribunal of the Church will be the Elders. The Elders will be the final arbiter of ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter concerning the Church, its internal workings, and its governance, and will make the final decision with respect to any matter that arises concerning the Church in every respect. In deciding such matters, the Elders will use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Bible and the Statement of Faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Elders according to the teachings of the Bible.
3. **Church Questions.** In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that will arise concerning 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 Elders will decide such questions as provided for herein.
4. **Religious Liberty.** God alone is Lord of the conscience, and He has left it free from the

doctrines and commandments of men which are contrary to His Word or not contained in it. Church and state should be separate, though the state owes to every church protection and full freedom in the pursuit of its spiritual ends. In providing for such freedom, no ecclesiastical group or denomination should be favored by the state more than others. Civil government being ordained of God, it is the duty of Christians to render loyal obedience thereto in all things not contrary to the revealed will of God. The church should not resort to the civil power to carry on its work. The gospel of Christ contemplates spiritual means alone for the pursuit of its ends. The state has no right to impose penalties for religious opinions of any kind, or impose its will in any way upon the church. The state has no right to impose taxes for the support of any form of religion. A free church in a free state is the Christian ideal, and this implies the right of free and unhindered access to God on the part of all people, and the right to form and propagate opinions in the sphere of religion without interference by the civil power.

Article 2 Statement of Faith

Christianity has been defined and continued since the early days of the church. It is based on creeds or summations of doctrine that have been agreed upon since early church history. Grace intentionally stands in line with the historical tradition of the Christian Faith, and affirms without hesitation both the Apostles' Creed and the Nicene Creed.

1. **The Scriptures.** God is the author of the Holy Bible and it was He who inspired men to write its contents. Since the author Himself is perfect, the Bible has no error and is the perfect standard of truth and instruction. The Bible is the supreme standard by which all human conduct, creeds, and opinions should be tried, and shows humanity the only way of salvation and the principles by which God will judge us.
2. **The True God.** There is only one living and true God whose name is Yahweh, the Creator and Supreme Ruler of Heaven and earth. He is an infinite, all-powerful Spirit whose glory and holiness are inexpressible and who is worthy of all honor, confidence, and love. In the unity of the Godhead there are three persons: the Father, the Son, and the Holy Spirit. These three, referred to as the Holy Trinity, are equal in every aspect and execute distinct yet unified purposes in the great work of redemption.
3. **Human Beings Created in God's Image.** God created human beings in His own image and likeness, and gave human beings dominion over the earth, setting humanity apart from the rest of creation in identity and responsibility. Accordingly, from conception to death, every man, woman, and child has been graciously bestowed with inherent dignity, and is therefore worthy of compassion, love, kindness, and respect.
4. **Gender, Marriage, and Sexuality.** God uniquely created two complementary sexes of humans, male and female, to bear His image together in His world for His glory. This distinction in gender represents an essential characteristic of personhood that reflects an essential part of being created in God's image. God's good design of gender means men and

women are not interchangeable. Though we are absolutely equal in essence, dignity, and value, men and women differ in function and physical attributes by divine design. As part of God's good created order, men and women are to have different, yet complementary, roles and responsibilities in the family and church, especially with regard to teaching and authority. These role distinctions are God's grace to us, and are to be protected, preserved, and practiced for His glory and our joy.

God instituted marriage and clearly defined it as the exclusive, covenantal union between one man and one woman. It is a lifelong relationship that reflects the union between Christ and the Church. Sexual intimacy is a gift from God and reserved as an expression of love, service, and commitment that should be practiced only within the marriage relationship. A civil government's sanction of a union will be recognized as a legitimate marriage by this church only to the extent that it is consistent with this definition of marriage.

Humanity's fall has corrupted God's original intent for human sexuality in all persons. Therefore, all people experience corruption in their sexuality. While any form of sexual immorality (including the use of pornography, fornication, adultery, homosexual behavior, bisexual conduct, bestiality, and incest) is sinful, every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated.

5. **The Fall of Humanity.** Human beings were created holy and placed under the law of God. By his own decision man violated that law and thus fell from his state of holiness, an act from which all people are now sinners, not by force, but by choice. By nature man contains absolutely none of the holiness required by the law of God and can perform nothing good but only that which is evil in God's sight. Therefore, man has no defense or excuse while under just condemnation to eternal punishment.
6. **The Way of Salvation.** The salvation of sinners is by grace alone and not by any work of man. This grace is provided through Jesus Christ, the Son of God, who by the appointment of the Father, freely took upon Himself our nature with the exception of sin. In this form He perfectly obeyed the law of God and by His death on the cross paid the price in full for our sins thus satisfying the righteousness of God. After His death, He was raised from the dead and is now enthroned in heaven where He is in every way qualified to be a suitable, compassionate, and all-sufficient Savior.
7. **Justification by Faith.** The great blessing which Jesus Christ secures for those who believe in Him is justification, which consists of the full pardon of sins and the promise of eternal life with God. Justification is not given according to any works of righteousness we have done, but only through faith in the person and work of Jesus Christ. It is by this faith alone that Christ's perfect righteousness is freely transferred to us and thus brings us into a state of peace and favor with God.
8. **The Free Offer of the Gospel.** In the gospel, God the Father announces the singular, saving work of God the Son, which all people are called to believe with a sincere, repentant, and obedient faith. Sinners are redeemed and welcomed into the family of God as God the

Spirit grants faith and repentance of sins in response to the indiscriminate proclamation of the gospel to all peoples. There is nothing to prevent the salvation of the worst sinner on earth except his own inherent depravity and voluntary rejection of the gospel. It is by this rejection that they remain in a state of condemnation before God, for He saves all who come to Jesus in faith and repentance of their sin.

9. **Grace of Regeneration.** In order to be saved, sinners must be regenerated, or born again. Regeneration is the process in which a person's spirit is brought from a state of death to that of life. In this process, the Holy Spirit gives the mind a holy disposition and effects it in a way that is above our comprehension so as to secure our voluntary obedience to the gospel. Evidence of a person who has been born again appears in the holy fruits of repentance, faith, and newness of life.
10. **Repentance and Faith.** Repentance and faith are holy and necessary acts of salvation. They are also inseparable gifts formed in the soul of a person by the regenerating Spirit of God. Once formed, a person is deeply convinced of their guilt, danger and helplessness and realizes the way of salvation by Christ, turning to God with true humility, confession and supplication for mercy. At the same time, they heartily receive the Lord Jesus Christ as his Prophet, Priest, and King, and rely on Him alone as the only and all-sufficient savior.
11. **God's Purpose of Grace.** Election is the eternal purpose of God, according to which He graciously regenerates, sanctifies, and saves sinners. This election does not violate the free agency of human beings in any way but provides the means to God's purposeful end and displays His sovereign goodness, being infinitely free, wise, holy, and unchangeable. Therefore, all boasting by us is excluded, and in its place comes humility, love, prayer, praise, trust in God, and the active imitation of His free mercy. Election is the great foundation of Christian assurance.
12. **Sanctification and Transformation.** God sanctifies unto Himself and transforms all those whom He saves. Transformation is the process by which we are made holy, according to the will of God, by the continual use of His appointed means – especially the Word of God, self-examination, self-denial, watchfulness, and prayer. This progressive work begins at the point of regeneration and is carried on in the hearts of believers by the presence and power of the Holy Spirit, our sealer and comforter.
13. **Perseverance of the Saints.** Only a real believer in Christ will endure until the end and it is this perseverance which distinguishes them from superficial professors of the Christian faith. There exists a special providence which watches over and cares for these believers who are kept by the power of God through faith unto salvation.
14. **Harmony of the Law and the Gospel.** The Law of God is holy, just, and good and it is the eternal and unchangeable rule of His moral government. The inability of fallen human beings to fulfill the requirements of the law arises entirely from their love of sin. The great purpose of the gospel is the deliverance and restoration of such people through a mediator whose obedience to the law was flawless and by whose grace the visible church is established.

15. **A Gospel Church.** A visible church of Christ is a congregation of baptized believers who are associated by covenant in the faith and fellowship of the gospel. These believers observe the ordinances of Christ, are governed by His laws, and exercise the gifts, rights, and privileges invested in them by His Word.
16. **Baptism.** Christian baptism is the immersion in water of a believer, in the name of the Father, Son, and Holy Spirit. Baptism is one of two sacraments commanded by Christ for all believers. This ceremony is a solemn and beautiful symbol of our faith in the crucified, buried, and risen Savior and our own death to sin and resurrection to a new life.
17. **The Lord's Supper.** The observance of the Lord's supper is commanded by our Lord and Savior Jesus Christ. This ceremony involves the sacred sharing of bread and wine between believers, preceded always by solemn self-examination, in which we commemorate together the dying love of Christ.
18. **Civil Government.** Civil government is appointed by God for the interests and good order of human society. Those appointed are to be prayed for, conscientiously honored, and obeyed with the only exception being those things opposed to the will of our Lord Jesus Christ who is the only Lord of the conscience and the King of all kings of the earth.
19. **The Righteous and the Wicked.** There is a radical and essential difference between the righteous and the wicked. Those who are righteous in God's sight have been justified in the name of the Lord Jesus through faith alone and are sanctified by the Spirit of God. The continuation of unrepentance and unbelief mark those who are wicked in His sight and remain under the curse. This distinction holds true among men both in this life and the one to come.
20. **The World to Come.** The end of the world is approaching, and on the last day, Christ will descend from heaven and raise the dead from the grave to final retribution. At this time, a solemn separation will take place in which the wicked will be judged and sentenced to eternal punishment, while the righteous go on to eternal joy in the presence of God. This judgment is based upon the principles of righteousness and will set forever the final state of men in heaven or hell.

Article 3 **Autonomy**

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control or external interference. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any Christian churches, ministries, and networks of like precious faith.

Article 4

Purposes and Restrictions

1. **Lawful Purposes.** The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act, and will have all of the inherent powers of a Michigan not-for-profit corporation. The Church has adopted purposes consistent with the IRS requirements for a 501(c)(3) organization, which may be found in the Church's Articles of Incorporation. Notwithstanding such legal purposes, the Church will conduct its ministries and programs with a mission to serve God by exalting Jesus Christ, reaching the lost, edifying the body of believers, and extending Christ's message to the world. The Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:
 - a. To promote the Christian faith by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation;
 - b. To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere;
 - c. To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Michigan and elsewhere;
 - d. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended; and,
 - e. To promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.
2. **Restrictions.** Except as otherwise provided in these Bylaws and in order to carry out the Article 4 purposes, the Church will have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church will have all implied powers necessary and proper to carry out its express powers. The powers of the Church to

promote the Article 4 purposes are limited and restricted in the following manner:

- a. The Church will not pay dividends, and no part of the net earnings of the Church will inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church will be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of Incorporation or these Bylaws. No substantial part of the activities of the Church will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Church will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- b. The Church will not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes, or if the gift or grant would require serving a private as opposed to a public interest.

Article 5

Membership

1. **Membership.** The Church will accept individuals for membership in the Church community who have met the qualifications of membership and been approved for membership by the Elders. Members are not legal members for purposes of these bylaws, and any rights or responsibilities will be those as defined by the Bible and set forth in these Bylaws. There is no presumptive right to membership or the participation in any ministry of the Church, and membership may be withdrawn, suspended, or ended as provided for below. New candidates for membership will be presented to the pastoral staff for consideration. After completion of the membership process, and pastoral staff and Elder approval, the new member will be added to the membership of the Church as a member in good-standing, and eligible to participate in the ministry of the Church. All members must adhere to the Statement of Faith and the Family Values of the church in order to be considered in good-standing with the Church. Though members in good-standing are eligible to participate in the ministry of the Church, some ministries, such as any ministry involving children, will require additional steps before a member may participate. The Elders may adopt and amend the application process and procedures for membership in the Church. Power to manage and govern the Church will be vested in the Elders as set forth in these Bylaws. As such, members are not entitled to vote, whether in person or by proxy.

2. **Qualifications for Membership.** The qualifications for membership are as follows:
 - a. A person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized in obedience to Christ, who wholeheartedly believes in the Christian faith as revealed in the Bible, and who follows the processes for membership established by the elders.
 - b. Each member must believe the teaching of the Scriptures as expressed in the Statement of Faith.
 - Note on baptism: In the case of baptism, Christians who were sprinkled as a baby in a gospel believing church and hold a firm conviction of covenantal theology and paedobaptism can request an exemption from the elders on the Statement of Faith: Baptism. Those granted such an exemption will be full members, but will not be allowed to hold the office of elder, and will commit to not allowing or contributing to disunity on this issue and will not privately or publicly express disagreement with the church and its Statement of Faith.
 - c. The elders will be responsible for determining each person's qualification for membership. In making this determination, they may rely on a person's profession of faith and/or such other evidence as the elders deem appropriate, such as attending membership classes.
3. **Privileges and Responsibilities.** Each member will be privileged and expected to participate in and contribute to the ministry and life of the church with the gifts, time, and material resources each has received from God. Only members of this church will be entitled to serve in the ministries of the church, though nonmembers may serve in some areas of ministry with the approval of the elders.
4. **Church Discipline.** Any member consistently neglecting his or her duties or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church and/ or rendering doubtful a profession of faith, will be subject to the process of church discipline in accordance with the Scriptures (Matthew 18). The purpose of church disciplines is the repentance, restoration, and spiritual growth of the individual disciplined; the instruction in righteousness and good of other Christians, as an example to them; the purity of the church as a whole; and, the glory of God by reflecting His holy character.

Church discipline can include admonition by the congregation or elders, removal from office, or excommunication, and should follow the pattern of Matthew 18 outlined below:

- a. It is the duty of any member of this church who has knowledge of an erring member's heresy or misconduct to warn and correct the erring member in private, seeking his or her repentance and restoration.
- b. If the erring member does not heed this warning, the warning member will again go to the erring member accompanied by one or two other members as witnesses to warn and correct, seeking repentance and restoration.

- c. If the erring member still refuses to heed the warning, the matter will be brought to the attention of the elders, who, upon careful and prayerful investigation, will tell it to the church, encouraging the congregation to pray for repentance and restoration of the erring member.
- d. If the erring member refuses to heed the warnings of the elders and the church, he or she will be dismissed from membership in the church, according to the Scriptures, and treated as an unbeliever. There will be no appeal of the discipline process or the dismissal to any court or intermediary. The congregation will be encouraged to pray for the repentance and restoration of the erring member.
- e. It is clearly understood that the discipline process will continue whether the erring member leaves the church or otherwise seeks to withdraw from membership.

5. **Termination of Membership.** Membership may be terminated in one of four ways:

- a. By request.
- b. By removal.
 - i. If a member regularly fails to gather for corporate worship and/or the stated meetings of the church without valid reason or ceases to maintain a vital contact with the church, that member may be excluded by the elders, and communicated to the members.
 - ii. If an excluded member applies again for membership, the procedures set forth will again be followed.
- c. By dismissal as a final step in the process of church discipline.
- d. By physical death.

6. **Church Disruptions.** Any person, regardless of whether such person is a member, deemed by the 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 or activities of the Church,
- d. will be considered a trespasser on Church property and may be summarily ejected from the Church grounds. No Church representative will incur any liability for acting in good faith in the interests of the Church pursuant to this section.

7. **Meetings.** There will be two types of member meetings of the church: the Annual Members Meeting and Special Members Meetings. Except as otherwise provided herein, all church members meetings will be publicly announced in all appropriate church services.

- a. **The Annual Members Meeting** will be held on a date determined by the elders. Notification to the members will be sent out at least two weeks prior to the meeting. The

meeting will include, but not be limited to, a current financial statement and recommendations and comments as to past, present, and future matters relating to the members.

- b. **Special Members Meetings** may be called by the elders, by the Lead Pastor, or upon written request of twenty percent of the church members. Notification to the members will be sent out at least two weeks prior to the meeting. This notice will include the agenda of the matters to be considered at said meeting. In the event that a condition or situation arises which is deemed an emergency by the elders, the advance notice regulation may be waived.

c. **Requirements.**

1. Only members of this church who are in good standing, are at least eighteen years of age, and whose permanent residence is within a 50-mile radius of the Bloomfield Reformed Church facility will have the right to vote in person or by absentee ballot at any members meeting of the church.
2. The presence in person or by absentee ballot of thirty percent of Bloomfield Reformed Church membership eligible to vote will constitute a quorum at any church meeting, except for those called for the purpose of constitutional amendments, which will require a quorum of forty percent. The secretary of the elders will be responsible for determining the number which accurately represents the total voting membership of the church.
3. Fifty percent of the Board of Elders must be present to constitute a quorum at any Board meeting.
4. A quorum will be necessary for any vote.

Article 6
Church Leadership

1. **Governing Structure.** Jesus Christ is the Chief Shepherd of His Flock and the Head of His Body. He gave to His people the gifts of elders and deacons to lead and serve them. Those whom the church calls into these offices will serve and minister in these roles collectively and individually to oversee, provide for, and encourage the spiritual life, welfare, and total ministry of the congregation in order to ensure the equipping of the saints for the fulfillment of our mission. Subject to Scripture, the leading of the Holy Spirit, and the Church's Statement of Faith, authority to manage and govern the affairs of the Church is vested in the Elders. To facilitate the governance of the Church, the Elders will appoint Corporate Officers, none of which will have independent authority, but will conduct the operations and ministry of the Church, as provided for by these Bylaws and the Elders.

2. **Qualifications for Leadership.** Any person who holds a position of leadership must meet and maintain the following spiritual qualifications for leadership:
 - a. Has professed faith in Jesus Christ alone as Lord and Savior;
 - b. Is a member of Bloomfield Reformed Church (Non-members may be invited by the elders to teach or fulfill other roles on a temporary basis);
 - c. Teaches no doctrine contrary to that which is put forth in the Statement of Faith of Bloomfield Reformed Church;
 - d. Provides systematic spiritual, financial, and physical support to Bloomfield Reformed Church ministry;
 - e. Those called as elders must fulfill the specific biblical requirements for elders in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 1:1-3;
 - f. Those called as deacons must fulfill the specific biblical requirements for elders in 1 Timothy 3:8-12.
3. **Composition of Elders.** Bloomfield Reformed Church will prayerfully call out qualified men from among their members for the shepherding of the church. The Elders will consist of the Lead Pastor, and any additional individuals, nominated by members, and then approved by any existing Elders and the members. Additional Elders may from time to time be nominated and elected in accordance with these Bylaws. Ideally, the total number of elders will not be less than three, provided there are qualified, able, willing men.
4. **Term of Office.** Each elder will hold office for a 3-year term. There is no maximum number of terms an elder may serve, as the Church desires and expects the elders God gifts to the Church to continue in the office. Except for the Lead Pastor and any pastoral staff serving as elders, an elder may serve two consecutive terms, but must complete a one year sabbatical at the conclusion of the second consecutive term [6th year] before reentering the nomination and approval process to continue serving the Church as an elder.
5. **Sabbaticals.** In recognition that the task of eldership is significant and is accomplished while continuing care of family and work responsibilities, individual elders may need to take leave of some of their elder duties for periods of time. Such sabbatical times will be arranged through mutual consent of the elders, and communicated to the members.
6. **Chairman of Elders..** The Lead Pastor will serve as the Chairman of the Elders (the "Chairman") and will preside at all the meetings of the Elders. In the absence of the Chairman, the Chairman may nominate a temporary Chairman from among the Elders to preside over a meeting. If a conflict of interest, allegation of impropriety, or action(s) arise which may give rise to considering the status of the Lead Pastor, he will recuse himself from the proceedings and the remaining Elders will nominate and install a temporary Chairman to

preside over such matters until they are brought to resolution.

7. **Duties of Elders.** Elders will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Elders may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or any matter, that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted. The Elders will have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Act, and subject to any limitations under the Act, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers will be exercised by or under the authority of the Elders. The Elders will have final authority for affairs pertaining to finances, property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Elders will be responsible for the acquisition and disposition of Church property, including construction projects and the management of its financial resources. The Elders will have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness. In addition, the Elders will have the authority to set the Church's annual budget, approve non-budgetary expenditures, and authorize the opening and maintenance of additional ministry locations. In keeping with the principles set forth in the Scriptures, the elders will devote themselves to prayer, proclaim the whole counsel of God, administrate the ordinances of baptism and Lord's Supper, and shepherd God's flock at Bloomfield Reformed Church through the particular responsibilities of guiding, guarding, and governing.
 1. **Guiding:** Elders guide by the church by knowing the members, setting an example of mature faith and holy conduct, and teaching the Scriptures so the church knows Jesus Christ more intimately, loves Him more supremely, follows Him more faithfully, and reflects His character more clearly so that Jesus is exalted and glorified in their lives.
 2. **Guarding:** Elders guard the church by teaching sound doctrine, correcting, rebuking, and refuting false doctrine, and ensuring the right handling of God's Word in the life of the church; and oversee the discipline process as needed.
 3. **Governing:** Elders govern by exercising oversight through developing ministry purposes and policies consistent with the mission, vision and values of Bloomfield Reformed Church, yet delegating authority to the Lead Pastor who empowers staff and volunteers, within specific limitations, to accomplish the defined ends of the policies.
8. **Nomination and Election of Elders.** Members may submit to the elders the names of members whose life and gifts are consistent with their being considered for the office of elder. In addition, the Lead Pastor may appoint a Nomination Advisory Team to assist with submitting the names of suitable nominees. Each person nominated will be contacted by the Lead Pastor to accept or decline the nomination. Men who accept will be presented to the

Elders for consideration, and will invite qualified men to enter into a period of elder training, subsequently making known to the congregation an individual's participation, before being presented to the members for approval. The elders may at any time during the period of training formally nominate a candidate or candidates for eldership and call a special members meeting for their consideration. Any questions concerning the candidates will be addressed to the elders in writing no later than seven days prior to the members meeting. Members will vote to affirm or deny an elder candidate at a members meeting. The aim is a unanimous vote of the members, but if unanimity is not realized, no less than a three-fourths majority of those members voting, either in person or by absentee ballot, will be required for the election of an elder. All member votes, unless otherwise specified, will be confidential but not anonymous, and will be counted by two members in good standing who are nominated by the elders and approved by members present at the meeting, yet who are not elders. Following recognition of an elder by vote of the congregation, the candidate will be publicly installed in the office of elder at a regular worship service by prayer and the laying on of hands by the existing elders.

9. **Elder Meetings.** At the Annual Members Meeting, the elders will be responsible for the annual budget being presented to the church. The elders may delegate the planning and presenting of the annual budget to deacons or a committee. No money will be solicited by or on behalf of the church or any of its ministries without the approval of the elders. Meetings of the Elders may be held either within or outside the State of Michigan. A meeting may be held at any place the Elders agree to hold such a meeting, and as long as all Elders participating in the meeting can hear one another, in the event that one or more Elders are not participating in person. The Elders will meet regularly, and no less than six times annually. Fifty percent of the Board of Elders must be present to constitute a quorum at any meeting.
10. **Action Without Meeting.** Any action required or permitted to be taken by the Elders may be taken without a meeting if all of the Elders consent to the action.
11. **Quorum.** A majority of the Elders then serving will constitute a quorum for the transaction of business at any meeting of the Elders. The Elders present at a meeting at which a quorum is present may continue to transact business even if enough Elders 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 Elders in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice.
12. **Proxies.** Voting by proxy is prohibited.
13. **Consensus Governance.** A formal voting method may be adopted as desired by the Elders (such as those prescribed by *Robert's Rules of Order*), but the standard method for decision-making will be consensus, defined as the general agreement of a basic majority of the Elders, rendered after all reasonable objections have been discussed and addressed.
14. **Actions of Elders.** While the Elders will strive to act by consensus, the vote of a majority

of the Elders present and voting at a meeting at which a quorum is present will be sufficient to constitute an act of the Elders, unless a greater number is required by law or these Bylaws. Any Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Elders.

15. **Not Legal Trustees.** Elders are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.
16. **Delegation of Duties.** The Elders are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Elders have no personal liability for actions taken or omitted by the advisor if the Elder acts in good faith and with ordinary care in selecting the advisor. The Elders may remove or replace any advisor, with or without cause.
17. **Interested Parties.** Pursuant to the Act, and the provisions of these Bylaws, a contract or transaction between the Church and any Elder is not automatically prohibited merely because the Elder has a financial interest in the contract or transaction.
18. **No Compensation.** Elder will not receive salaries or compensation for their services to the Elders. The Elders may adopt a resolution providing for payment for expenses of attendance, if any, at a meeting of the Elders. However, Elders may serve the Church in any other capacity and receive reasonable compensation for those services.
19. **Removal.** The Elders may vote to remove a fellow Elder, other than the Chairman, only for cause, based on the biblical qualification for Elders contained in these Bylaws. A meeting to consider the removal of an Elder may be called and noticed following the procedures provided for in these Bylaws. Any two or more church members with reason to believe that an elder should be dismissed should express such concern to the elders for further investigation. If an elder becomes the subject of the church discipline process and is unrepentant, the elders will present him to the members for dismissal as an elder, by two-thirds majority of those voting in person or by absentee ballot, at a members meeting. In the event that an elder has failed to perform his duties and/or has failed to live according to the qualifications of Scripture but has not been the subject of the church discipline process, the elders may remove the elder in question by unanimous vote of the remaining elders who are present at a regular elders meeting, and report to the members immediately. For provisions regarding removal of the Lead Pastor, see the relevant sections of these Bylaws.
20. **Resignation.** Any Elders member may resign at any time by giving written notice to the other Elders. Such resignation will 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 will not be necessary to make it effective.

21. **Deadlock.** In the case where the Elders will, by reason of deadlock, whether because an even number of Elders are seated, 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 Elders, then, in such instance, the Chairman, will cast an additional ballot which will be known as a “majority ballot,” so that an official act or decision may be taken by the Elders. The majority ballot will be cast in addition to the regular vote cast by the Chairman.

Article 7

Deacons

1. **Composition.** The elders will set apart any number of biblically qualified men and women who possess particular gifts of service and who willingly give themselves in service to the church as deacons for the continuation and execution of ministry
2. **Number.** There is no limit or prescribed number of Deacons. The Elders may appoint as many Deacons as deemed necessary for the care and service of the Church.
3. **Duties.** Deacons will care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support others in their ministry roles in order for the elders to give themselves to prayer and the ministry of the Word. Each deacon will be provided with ministry descriptions for their role.
4. **Term of Office.** Each deacon may annually renew their commitment to serve the Church in their ministry area at the Annual Meeting. Upon confirming their desire to continue in office, the members must reaffirm their qualifications and approval by a vote. The aim is a unanimous vote of the members, but if unanimity is not realized, no less than a three-fourths majority of those members voting, either in person or by absentee ballot, will be required to serve in the office of deacon.
5. **Termination or Removal.** Deacons will serve until their term ends, their area of service is no longer needed by the elders, they resign, the elders determine they no longer meet the biblical qualifications, or the congregation does not reaffirm their call to office.

Article 8

Church Officers

1. **Officer Positions.** The officers of the Church will be the President, Vice President, Secretary, Treasurer, and any other officers chosen at the discretion of the Elders. The Lead Pastor will serve as the President and chief executive officer of the Church. The Elders may create additional officer positions, each of which will have 2-year terms, and define the authority and duties of each position, and appoint persons to fill the positions. The

President will have the right to bring the names of nominees for officer positions to the Elders for consideration and approval.

2. **Lead Pastor.** The Lead Pastor will be the President of the Church and will be responsible for implementing and leading the ministries of the Church. Though the elders will function with plurality and parity in the shared duties outlined above and have equality in vote, they will vary in function according to time, capacity, and gifting. This will result in a leader being set apart from among the elders, a 'first among equals,' who will serve as the Lead Pastor. The Lead Pastor is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament, and subject to the Biblical qualifications for pastors as laid out in Scripture, specifically including I Tim. 3:27; Titus 1:69; I Peter 5:23. The Lead Pastor will manage the business and day-to-day affairs of the Church, and will be responsible for hiring and managing staff. The Lead Pastor will be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment with or without cause, with the exception of other pastors, who will be fired only under the authority of the Elders.

a. **Duties:** In addition to his duties as an elder, the Lead Pastor will be responsible for the following:

- i. Conducting the church's regular and special public services
- ii. Regularly preaching the Scriptures
- iii. Overseeing the regular administering of the ordinances of baptism and the Lord's Supper
- iv. Developing and prioritizing, or assisting the acting Chairman, in developing and prioritizing the agendas for elder meetings
- v. Leading any church staff and volunteers in the planning and implementing of ministry to accomplish, within the defined limitations, the desired ends of the elders's policies
- vi. Supervising and evaluating all employees and ministries of the church. This responsibility may, on a case-by-case basis, be delegated to another elder or employee of the church.

b. **Conditions of Employment:**

- i. The Lead Pastor will undergo regular evaluation by members of the elders who are appointed by the elders in agreement with the Lead Pastor.
- ii. The elders and Lead Pastor will agree to a paid time off policy.
- iii. The Church seeks to care for the long-term emotional, physical, and spiritual health of the Lead Pastor and their family by providing a sabbatical every 7th year of employment, which will last for at least 12-weeks. The Lead Pastor may request such sabbatical at any time during the sabbatical year, and will provide the dates of the sabbatical to the elders, no later than the first day of the Church's fiscal year in which the sabbatical is planned. The Lead Pastor will receive all compensation and benefits during his sabbatical. While the elders may provide additional funds for the sabbatical

to ensure the health and refreshment of the Lead Pastor, he will bear the expense of sabbatical activities he chooses to undertake.

- c. **Vacancy:** When the Lead Pastorate of this church becomes vacant, it will be the duty of the elders, after prayerful consideration, to provide for the filling of the pulpit ad interim and to nominate for the Lead Pastor a man who possesses the requirements set forth in this Constitution. In carrying out this process, the elders will directly, or through a search committee, communicate to the congregation regularly and at reasonable intervals. All church members who desire to suggest the name of an individual for consideration as Lead Pastor do so in writing to the elders.
- d. **Nomination:** When the elders intend to nominate a Lead Pastor, they will call a member meeting, which will be announced at least two Sundays in advance from the pulpit, and all members will be notified at least two weeks in advance of said meeting. The notice will include the name and resume of the individual being considered for nomination. Any members may submit questions, comments, or suggestions concerning the individual being considered for nomination to do so, signed and in writing, to the elders at least seven days before the meeting at which they intend to nominate an individual as Lead Pastor for the church.
- e. **Meeting for Confirmation:** This meeting will, if possible, be presided over by the chairman of the elders. Only one person eligible to become Lead Pastor will be considered or voted upon at a meeting. A three-fourths majority of all votes cast in person or by absentee ballot will be required for an election. The election returns will be announced publicly at the meeting and will be sent to all church members promptly. After the Lead Pastor has been duly elected, a written call will be tendered to him, signed by the elders. In this written call, the elders will include the terms of financial compensation, as well as a copy of these Bylaws.
- f. **Removal:** The Lead Pastor will only be removed from office if the elders is presented with any credible, multi-sourced charge of moral impropriety, foundational doctrinal error (meaning, any error that conflicts with the Church's Statement of Faith), or any substantiated charge brought by two or more members that could bring significant disrepute on the Church or the name of Christ. In the event that such a charge is made, the Elders will investigate the charge. During the investigation, the Lead Pastor will not be allowed to vote on any Church matter, and, depending on the nature of the church, may be placed on temporary paid leave. If the Elders finds credible evidence of wrongdoing, the Lead Pastor will be evaluated by the Elders according to the criteria in Scripture (e.g., James 3:1; 1 Timothy 5:19–21). If the investigation made by the Elders confirms the charges, and the Elders determine that a vote on the removal of the Lead Pastor is necessary, then the Members will be notified of a Meeting, called for this specific purpose, at least two weeks in advance of such Meeting. A three-fourths vote of the Members is necessary to remove the Lead Pastor. During any removal process, care will be taken to not bring unnecessary disrepute on any family members of the individual(s) involved, and to avoid any speculative or unsubstantiated information. The Elders will adhere to any legal requirements to protect the names of potential victims.

3. **Optional Vice President(s).** The Elders will appoint any Vice President of the Church. When the Lead Pastor is absent, or is unable or refuses to act in his role as President, the Vice President will perform the administrative duties of the Lead Pastor. When the Vice President acts in place of the Lead Pastor, the Vice President will have all the powers of and be subject to all the restrictions upon the Lead Pastor. The Vice President will perform other duties as assigned by the Lead Pastor or Elders.
4. **Treasurer.** The Elders will appoint the Treasurer of the Church. The Treasurer of the Church will perform the duties incident to the office of treasurer, which includes the following:
 - 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. open, close, and maintain all financial accounts, and 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 Elders;
 - d. write checks and disburse funds to discharge obligations of the Church, without the necessity of additional approvals or co-signors;
 - e. maintain the financial books and records of the Church;
 - f. prepare financial reports at least annually; and,
 - g. perform other duties as assigned by the Lead Pastor or by the Elders.
5. **Secretary.** The Elders will appoint the Secretary of the Church. The Secretary of the Church will perform the duties incident to the office of secretary, which includes the following:
 - 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 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 Member, Elders member, officer, and employee of the Church; and,
 - f. perform duties as assigned by the Lead Pastor or the Elders.
6. **Election and Term of Office.** The Officers of the Church will hold office on a yearly basis, or until they resign, are removed pursuant to Section 8.07, or die. Elders will either reaffirm or reelect officers annually. In the event of a vacancy, for any reason, in the office of Lead Pastor, the Elders will adopt a resolution establishing a Lead Pastor Selection Committee. The recommendation of the Lead Pastor Selection Committee will constitute a nomination for the office of Lead Pastor. The election will take place at a regular or special meeting of the Elders called for the purpose of appointing a new Lead Pastor.

7. **Removal of Church Officers.** All Officers, except the Lead Pastor, may be removed from office by the affirmative vote of two-thirds of the Elders present at any Elders' meeting.
8. **Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Elders. Any resignation will take effect on the date of the receipt of such notice, or at any later time specified by the Officer resigning, subject to determination by the Elders.
9. **Vacancies.** A vacancy in any office will be filled in the manner prescribed for regular appointment or election to that office.
10. **Employees.** The Church may hire pastoral or non-pastoral staff.
 - a. **Pastoral Staff:** Associate Pastors will be recognized by the Lead Pastor and elders as particularly gifted and called to pastoral ministry. He will perform the duties of an elder, but there may be a period of consideration and training, based on age or circumstances, before he is presented to the members for approval as an elder. Any man whose life and gifting the Lead Pastor and elders have recognized as being consistent with those in the qualifications and duties may then be called by the elders to serve as Associate Pastor. The members will be informed of the calling of an associate pastor and the increased budgetary expenses. An associate pastor may be removed for any reason or no reason, as with any other paid staff member.
 - b. **Other Staff:** When the need for additional staff is recognized or a vacancy occurs, the Lead Pastor will propose additional staff to the elders, who will assist with determining the qualifications and giftedness for the necessary role. All role descriptions, policies, and compensation/benefits will be provided upon hiring.

Article 9

Committees and Advisory Teams

1. **Establishment.** The Elders may, in their discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any Advisory Teams will conform to any rules established by the Elders. There will be one permanent committee instituted by these Bylaws: the Independent Compensation Committee.
2. **Independent Compensation Committee.** The Independent Compensation Committee will be composed of specified Elders and Deacons, who will determine and approve all Lead Pastor and Officer compensation, including any housing allowance, retirement benefit, or deferred compensation, to confirm all compensation agreements satisfy IRS safe harbor provisions and avoid any excess benefit transactions under Section 4958 of the IRC. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Committee will consist of at least three voting members. No Church Officer whose compensation is being evaluated by the Committee may be a voting member of the

Committee, or participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his or her own salary and benefits. The Lead Pastor may determine the executive staff's salary and benefits, including any housing allowance, retirement benefit, or deferred compensation, subject to the final annual review of the Independent Compensation Committee.

- a. The Independent Compensation Committee has the following responsibilities regarding executive compensation:
 1. The Independent Compensation Committee will establish the compensation to be paid to all executive and highly compensated employees;
 2. In consultation with the Treasurer, the Independent Compensation Committee will review all compensation and proposed compensation, including any recommended bonus, to ensure that it is within the range offered and paid by similarly situated tax-exempt organizations for comparable positions. As a prerequisite to all compensation decisions, the Independent Compensation Committee will annually confirm to the Elders that such reviews have taken place; __
 3. All final compensation decisions must be informed by outside legal and financial counsel to assure that no action of the Elders will cause the Church to be subject to Section 4958 Internal Revenue Code penalties or taxes based on excess benefit transactions.
- b. "Compensation" means and includes any and all forms of compensation of any and every nature whatsoever paid or provided by the Church that are to be included in the gross income of an employee pursuant to any applicable provision of the Internal Revenue Code, which may include: base salary; bonuses; compensation for services; taxable fringe benefits; incentives and incentive compensation; income from discharge of indebtedness; and other cash and non-cash compensation or benefits.
- c. The Independent Compensation Committee will adopt procedures consistent with the Governing Documents in approving any compensation arrangements, and in evaluating, making, documenting, and implementing all compensation decisions, which will comply with Internal Revenue Code Section 4958 and the Executive Compensation Safe Harbor set forth in Internal Revenue Regulation Section 53.4958-6, and will ensure that: (1) no conflict of interest exists; (2) appropriate comparability compensation data is obtained and relied on prior to making each compensation decision; and, (3) the Independent Compensation Committee's compensation decisions are adequately and concurrently documented.

3. **Delegation of Authority.** All Committees will consist of two or more persons. If the Elders establishes or delegates any of its authority to a Committee, it will not relieve the Elders of any responsibility imposed by these Bylaws or otherwise imposed by law. The Elders will define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

4. **Limitations on Committees.** No Committee will have the authority to: (a) amend the Articles of Incorporation; (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 a Elders member 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 below; or (i) take any action outside the scope of authority delegated to it by the Elders or in contravention of the Act.
5. **Advisory Teams.** The Elders may designate various non-binding Advisory Teams, not having or exercising the authority of the Elders. Such Advisory Teams will only function in an advisory capacity to the Elders. The Elders will have the power to appoint and remove members of all Advisory Teams. The Lead Pastor will serve as an ex officio member of all Advisory Teams. The Elders will define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.
6. **Term of Office.** Each member of a Committee or Advisory Team will serve until the next annual meeting of the Elders, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Elders, or if the member becomes incapacitated or dies, ceases to qualify, resigns, or is removed as a member of the Church (if such membership is a requirement for service). 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 will serve for the unexpired portion of the terminated member's term.
7. **Chair and Vice Chair.** Unless otherwise expressly stated by the Elders, one member of each Committee or Advisory Team will be designated as the chair, and another member will be designated as the vice chair. The chair and vice chair of each Committee and Advisory Team will be appointed by the Elders. The chair will call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice chair will perform the duties of the chair. When a vice chair acts in place of the chair, the vice chair will have all the powers of and be subject to all the restrictions upon the chair.
8. **Quorum.** One half the number of members of a Committee or Advisory Team will 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.
9. **Action by Consensus.** Committees and Advisory Teams will 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 will be sufficient to constitute the act of the Committee or

Advisory Team unless the act of a greater number is required by law or prescribed by the Elders. 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 10

Financial Transactions

1. **Contracts and Legal Instruments.** Subject to these Bylaws, the 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.
2. **Checks and Payments.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church, will be signed by authorized Corporate Officers, employees, or agents and in a manner as determined by resolution of the Elders. In the absence of such a determination by the Elders, such checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church will be signed by the Executive Pastor or the Treasurer.
3. **Deposits.** All funds of the Church will be deposited to the credit of the Church in banks, trust companies, or other depositories that the Elders selects.
4. **Gifts.** The 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 gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Elders may make gifts and give charitable contributions that are not prohibited by the Articles of Incorporation, these Bylaws, state law, or any requirements for maintaining the Church's federal and state tax status.
5. **Ownership and Distribution of Property Upon Dissolution.**
 - a. The Church will hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided for 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 will be applied and distributed as follows: (1) all liabilities and obligations of the Church will be paid and discharged, or adequate provision will be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, will 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, will be transferred or conveyed to one 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 will be done pursuant to a plan adopted by the Elders; and (4) any assets not otherwise disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for Such purposes and to such organizations as said court will determine, provided Such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

6. **Approval of Purchases.** In its sole discretion, the Elders may approve any expenditure not previously approved in the Church's annual budget.
7. **Whistleblower.** The Elders will establish policies and procedures to allow and encourage any person having cause to believe that the Church is involved in any activity or transaction that is in violation of the law to report that belief to the Elders or its designated representative, and to have all such reports thoroughly investigated, and the results reported to the Elders. The reporting person will not be subject to retaliation for making a good faith report. The Elders will take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.
8. **Church Budget.** The Elders will develop the annual budget. For an annual budget to be approved, the Elders will consult with the Independent Compensation Committee, and any other individuals possessing information necessary for setting such a budget, for affirmation and recommendations. A majority affirmation will be required by the Elders for the annual budget to be approved.

Article 11

Conflict of Interest

1. **Purpose.** The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Elders member or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
2. **Definitions.**
 - a. **Interested Person.** Any Elders member, Corporate Officer, or member of a committee with powers delegated by the Elders, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family
 - 1. An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
 - 2. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or,
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.
- c. **Compensation.** Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

3. **Procedures.**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Elders.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she will leave the Elders meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders will decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - 1. An interested person may make a presentation at the Elders meeting, but after the presentation, he or she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2. The chairman of the Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3. After exercising due diligence, the Elders will determine whether the

Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Elders will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it will make its decision whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

1. If the Elders has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Elders determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

4. Records of Proceedings. The minutes of the Elders will contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Elders of Director's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation.

- a. A voting member of the Elders who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Elders or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article 12

Employees and Volunteers

- 1. **Standard of Service.** All employees and volunteers of the Church are presumed to serve in ministerial positions, and as such, are subject to the Statement of Faith of the Church. All employees and volunteers will serve at the pleasure of the Lead Pastor, in his role as President, in conjunction with the employee's direct supervisor, and may be hired, fired, removed, disciplined, or have their job descriptions or duties changed with or without prior notice. All employees and volunteers will be subject to the Policies and Procedures of the Church, and will discharge their duties with the highest standards of integrity and commitment to God-glorifying service.
- 2. **Salaries.** All non-executive salaries shall be approved by the Lead Pastor in consultation with the Elders and in view of annual budget approval.
- 3. **Annual Review.** The Lead Pastor has the responsibility to carry out an annual review of the employees. He will be responsible to hold the employees accountable to a faithful life of ministry. This responsibility may be delegated to specified leaders within the Church, but is ultimately in the discretion of the Lead Pastor.
- 4. **Background Checks.** It is the Church's policy to, at a minimum, require background checks for all prospective employees and volunteers, and have a member of the pastoral staff, in coordination of ministry leaders when applicable, check all references provided by the candidate.
- 5. **Annual Child Protection Procedures Review.** At least annually, the Church will require that all employees and volunteers review and acknowledge their understanding of the Child Protection Policy established by the Church, and understand their individual role in being a part of the rigorous enforcement of the Policy.

Article 13

Indemnification and Standard of Care

1. **Mandatory Indemnification.** The Church obligates itself, to the fullest extent permitted by law to fully indemnify each Elder and Deacon, and to advance funds to pay for or reimburse reasonable expenses.
2. **Indemnification of Corporate Officers, and Church Committees.** The Church hereby obligates itself, to the fullest extent permitted by law to fully indemnify each Officer and all members of the Pastoral Staff, and to advance funds to pay for or reimburse reasonable expenses.
3. **Permissive Indemnification of Church Employees and Volunteers.** The Church may, but is not obligated to, indemnify employees and volunteers of the Church, and advance funds to pay for or reimburse reasonable expenses, at such times, in such amounts, and subject to such conditions as the Elders determines on a case-by-case basis.
4. **Insurance Procurement.** The Church will procure and maintain directors' and officers' liability insurance coverage, general liability insurance coverage, and other insurance coverages sufficient to fulfill the Church's indemnification obligations as set forth in this Article. At least annually, the Treasurer will evaluate all insurance coverages to ensure they are sufficient to fulfill the Church's indemnification obligations, and treasurer will report the findings to the Elders.

Article 14

Governance Provisions

1. **Required Books and Records.** The Church will keep correct and complete books and records of account, and the Corporate Secretary will be responsible for such records. The Secretary will prepare and maintain as permanent records all minutes of Meetings, Conference Call Meetings, Consent votes, and Compensation Committee meetings, including all motions made and seconded, the fact of appropriate deliberations, and a record of the votes taken during each such meeting and each Consent vote.
2. **Fiscal Year.** The fiscal year of the Church will begin on the first day of January and end on the last day in December in each year.
3. **Annual Financial Statements.** The Church may, in the discretion of the Elders, have each annual financial Statement of the Church audited by a certified public accounting firm selected by the Elders. The determination of whether to conduct an audit will be in the sole discretion of the Elders.
4. **Amendments to Bylaws.** The power to make, alter, amend or repeal these Bylaws is vested

exclusively in the elders, though the elders will communicate with and strive to act with the consensus of the members. These Bylaws may only be changed with the approval of the Lead Pastor and the affirmative vote of the majority of the number of elders present at a meeting called for such purpose, to affect any alteration, amendment or repeal of these Bylaws.

5. **Construction of Bylaws.** These Bylaws will be construed in accordance with the laws of the State of Michigan. All references in the Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and will not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders will be deemed to include the other genders, all singular words will include the plural, and all plural words will include the singular. Grammatical errors are unintended will not invalidate any term(s) or provision(s) of these Bylaws, nor will accidental or improper internally referenced materials, insofar as the meaning of the bylaw in question is still ascertainable by the Elders, in its sole discretion.
6. **Seal.** The Elders may provide for a corporate seal.
7. **Power of Attorney.** A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.
8. **Parties Bound.** The Bylaws will be binding upon and inure to the benefit of the Church's members, attenders, Elders, Deacons, Corporate Officers, employees, volunteers, and any agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.
9. **Confidentiality.** All confidential information must be maintained as such by any party named in these Bylaws and becoming aware of such information in the course of performing their duties for the Church. This obligation to maintain confidentiality extends beyond any individual's affiliation with the Church, for as long as the Church maintains such information as confidential.
10. **Christian Alternative Dispute Resolution.** In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church, and any pastor, Elders member, Corporate Officer, employee, volunteer, agent, or other member of the Church, will be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and Supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement,

arbitration under this section will be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the Status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurers agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and will in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

Article 15

Emergency Powers

An "emergency exists for the purposes of the Bylaws if a quorum of the Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Elders may: (i) modify lines of succession to accommodate the incapacity of any Elders member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Elders only needs to be given to those Elders for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Elders may be deemed Elders for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elders member, officer, employee, volunteer, or agent of the Church on the ground that the action was not authorized. The Elders may also adopt emergency Bylaw provisions, subject to amendments or repeal by the full Elders, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Elders; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Elders. The emergency Bylaw provisions will remain in effect during the emergency and not after the emergency ends.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Bloomfield Reformed Church, Inc., and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Elders on the _____ day of _____, 20____

By: _____

Secretary of Bloomfield Reformed Church, Inc.

Name: _____

Dated: _____