

## **BYLAWS OF VINEYARD CHURCH OF SOUTHERN INDIANA**

### **Section 1.01 Affiliation**

Vineyard Church Southern Indiana is affiliated with the Association of Vineyard Churches ("Vineyard USA"). The Church has agreed to adhere to the requirements of the National Leadership Handbook of Vineyard USA. To the extent that any aspect of these Bylaws is inconsistent with the standards for ordination within Vineyard USA, or violates the requirements set forth in the National Leadership Handbook, the standards set forth in the National Leadership Handbook prevail.

### **Section 1.02 Purpose**

The Church is autonomous and maintains the right to govern its own affairs. Recognizing, however, the benefits of cooperation with other Churches in world missions and otherwise, this Church may voluntarily affiliate with any Churches of like precious faith.

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Law. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, 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 to:

- Minister the Word of God;
- Conduct regular religious worship services through various forms of ministries;
- Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
- Spread the Word of the Gospel by ministering to all through seminars, radio, television, Internet, Social Media, and other forms of mass media;
- Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
- Maintain local Church and missionary facilities to propagate the gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- Conduct a school for ministers and leaders;
- License and ordain qualified individuals including graduates of ministerial schools;
- To collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment of its purpose within the State of Indiana and elsewhere around the world; and

- To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

The Church is also organized 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.

### **Section 1.03 Powers and Restrictions**

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Law, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, trustees, officers or other private persons, except that the Church shall 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 set forth in the Articles of Incorporation and these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall 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 shall 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) In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal

Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions that 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.

## **Section 1.04 Statement of Faith**

### **Section 1.04.01 Overview**

Members of Vineyard Church Southern Indiana shall subscribe to the Apostles, Nicene, and Chalcedonian Creeds, which we believe reflect Christian orthodoxy. As disciples of Jesus walking together in a Vineyard congregation, seeking to imitate Christ in all things, we receive and interpret the Bible as the normative center of our rule of faith and practice. We embrace the full range of Kingdom practices and standards that are described in the Bible, including proclaiming the gospel of Jesus, to praying for healing and deliverance from oppression, to ministering to and with the poor, and more. In every way, our desire is to know God, be obedient to God, and experience the kind of life together that God promises in the Bible. By thus articulating and practicing our faith, we intend to remain in theological and practical continuity with the apostolic witness of the Christian Church, as confessed by Christians globally and historically.

As citizens of God's kingdom, we are called to love, worship, and obey our Lord, to love and serve His Body, the Church, and to present the whole gospel for the whole person throughout the whole world. We believe that the Bible is God's inspired and authoritative word, revealing that Jesus Christ is God's son; that people are created in God's image; that He created us to have eternal life through Jesus Christ; that although all people have sinned and come short of God's glory, God has made salvation possible through the death on the cross and resurrection of Jesus Christ; that repentance, faith, and loving obedience are fitting responses to God's initiative of grace towards us; that God desires all people to be saved and to come to the knowledge of the truth; and that the Holy Spirit's power is demonstrated in and through us for the accomplishment of Christ's last commandment, "Go into all the world and preach the good news to all creation." (Mark 16:15)

This Church accepts the Bible as the revealed will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity of statements of faith.

## **Section 1.04.02 Our Statement of Faith**

Vineyard Church Southern Indiana's Statement of Faith can be found below and on the Vineyard Church Southern Indiana's website.

### **God The King And The Holy Trinity**

We believe that God is the Eternal King. He is an infinite, unchangeable Spirit, perfect in holiness, wisdom, goodness, justice, power, and love. From all eternity He exists as the One Living and True God in three persons of one substance, the Father, the Son, and the Holy Spirit, equal in power and glory.

### **God The King: The Creator And Ruler Of All Things**

We believe that God's kingdom is everlasting. From His throne, through His Son, His eternal Word, God created, upholds and governs all that exists: the heavenly places, the angelic hosts, the universe, the earth, every living thing, and human beings. God created all things very good.

### **Counterfeit Kingdom: Satan And Demonic Hosts**

We believe that Satan, originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule, established a counter-kingdom of darkness and evil on the earth.

### **The Kingdom In Creation, The Fall, And The Doctrine Of Original Sin**

We believe that God created humans in His image, male and female, for relationship with Himself and to govern the earth. Under the temptation of Satan, our original parents fell from grace, bringing sin, sickness, and God's judgment of death to the earth. Through the fall, Satan and his demonic hosts gained access to God's good creation. Creation now experiences the consequences and effects of Adam's original sin. Human beings are born in sin, subject to God's judgment of death, and captive to Satan's kingdom of darkness.

### **God's Providence, Kingdom Law, And Covenants**

We believe that God did not abandon His rule over the earth, which He continues to uphold by His providence. In order to bring redemption, God established covenants which revealed His grace to sinful people. In the covenant with Abraham, God bound Himself to His people Israel, promising to deliver them from bondage to sin and Satan and to bless all the nations through them.

We believe that as King, God later redeemed His people by His mighty acts from bondage in Egypt and established His covenant through Moses, revealing His perfect will and our obligation to fulfill it. The law's purpose is to order our fallen race and to make us conscious of our moral responsibility.

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By the work of God's Spirit, it convicts us of our sin and God's righteous judgment against us and brings us to Christ alone for salvation. We believe that when Israel rejected God's rule over her as King, God established the monarchy in Israel and made an unconditional covenant with David, promising that his heir would restore God's kingdom and reign over His people as Messiah forever.

### **Christ The Mediator And Eternal King**

We believe that in the fullness of time, God honored His covenants with Israel and His prophetic promises of salvation by sending His Son, Jesus, into the world. Conceived by the Holy Spirit and born of the Virgin Mary, as fully God and fully human in one person, He is humanity as God intended us to be. Jesus was anointed as God's Messiah and empowered by the Holy Spirit, inaugurating God's kingdom reign on earth, overpowering the reign of Satan by resisting temptation, preaching the good news of salvation, healing the sick, casting out demons, and raising the dead. Gathering His disciples, He reconstituted God's people as His Church to be the instrument of His kingdom.

After dying for the sins of the world, Jesus was raised from the dead on the third day, fulfilling the covenant of blessing given to Abraham. In His sinless, perfect life Jesus met the demands of the law and in His atoning death on the cross He took God's judgment for sin, which we deserve as law-breakers. By His death on the cross He also disarmed the demonic powers. The covenant with David was fulfilled in Jesus' birth from David's house, His Messianic ministry, His glorious resurrection from the dead, His ascent into heaven, and His present rule at the right hand of the Father. As God's Son and David's heir, He is the eternal Messiah-King, advancing God's reign throughout every generation and throughout the whole earth today.

### **The Ministry Of The Holy Spirit**

We believe that the Holy Spirit was poured out on the Church at Pentecost in power, baptizing believers into the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings the permanent indwelling presence of God to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by the evangelization of the world through proclaiming the word of Jesus and doing the works of Jesus.

We believe that the Holy Spirit indwells every believer in Jesus Christ and that He is our abiding Helper, Teacher, and Guide. We believe in the filling or the empowering of the Holy Spirit, often a conscious experience, for ministry today. We believe in the present ministry of the Spirit and in the exercise of all of the biblical gifts of the Spirit. We practice the laying on of hands for the empowering of the Spirit, for healing, and for recognition and empowering of those whom God has ordained to lead and serve the Church.

## **The Power Of The Gospel Over The Kingdom Of Darkness**

We believe that the whole world is under the domination of Satan and that all people are sinners by nature and choice. All people therefore are under God's just judgment. Through the preaching of the Good News of Jesus and the kingdom of God, and the work of the Holy Spirit, God regenerates, justifies, adopts, and sanctifies, through Jesus by the Spirit, all who repent of their sins and trust in Jesus Christ as Lord and Savior. By this they are released from Satan's domain and enter into God's kingdom reign.

## **The Church: Instrument Of The Kingdom**

We believe in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Savior are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and of which we are all members. We believe in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Savior are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and of which we are all members.

We affirm the ongoing operation of the fivefold ministry—apostles, prophets, evangelists, pastors, and teachers—as expressions of Christ's leadership through His Church, equipping believers for ministry and building up the Body.

## **Baptism And The Lord's Supper**

We believe that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers.

## **The Kingdom Of God And The Final Judgment**

We believe that God's kingdom has come in the ministry of our Lord Jesus Christ, that it continues to come in the ministry of the Spirit through the Church, and that it will be consummated in the glorious, visible, and triumphant appearing of Christ – His return to the earth as King. After Christ returns to reign, He will bring about the final defeat of Satan and all of his minions and works, the resurrection of the dead, the final judgment and the eternal blessing of the righteous, and eternal conscious punishment of the wicked. Finally, God will be all in all and His kingdom, His rule and reign, will be fulfilled in the new heavens and the new earth, recreated by His mighty power, in which righteousness dwells and in which He will forever be worshipped.

## **God's Marriage Covenant**

We believe that because God our Creator established marriage as a sacred institution between one man and one woman, the idea that marriage is a covenant only between one man and one woman has been the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one man and one woman, as clearly conveyed in God's inerrant Scriptures, including for example in *Matthew* 19:4-6 where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female," the Church hereby creates this policy, which shall be known as the "Marriage Policy."

Under this Church's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No elder, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church's Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage. This Church's Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

## **SCRIPTURE REFERENCES FOR OUR STATEMENT OF FAITH**

### **God The King And The Holy Trinity**

Deuteronomy 33:27 • Isaiah 44:6 • Romans 1:20 • Psalm 95:3 • Isaiah 43:15 • Psalm 147:5 • Job 11:7-9 • James 1:17 • John 4:24 • Matthew 5:48 • Isaiah 6:3 • 1 Peter 1:15-16 • Psalm 104:24 • Proverbs 2:6 • Isaiah 28:29 • Exodus 33:19 • Psalm 31:19 • Psalm 33:5 • Psalm 89:14 • Isaiah 30:18 • Exodus 15:6 • Psalm 63:2 • 1 John 4:8 • Isaiah 43:13 • Isaiah 45:5 • 1 Corinthians 8:4 • Psalm 42:2 • Psalm 84:2 • Jeremiah 10:10 • John 1:18 • John 10:30 • John 14:9 • John 14:16-17 • John 14:26 • John 15:26 • 2 Corinthians 3:17-18 • John 1:1 • John 1:14 • 2 Corinthians 3:17 • Matthew 28:19-20 • 2 Corinthians 13:14 • Revelation 1:4 • Revelation 5:13 • Ephesians 3:14-21

### **God The King: The Creator And Ruler Of All Things**

Psalm 45:6 • Psalm 145:13 • Daniel 4:3 • Psalm 93:1-2 • John 1:1-3 • 1 Corinthians 8:6 • Colossians 1:15-16 • Hebrews 1:1-2 • Genesis 1:1 • Psalm 95:3-5 • Colossians 1:17 • Hebrews 1:3 • Psalm 103:19 • Psalm 104:24-29 • Psalm 96:4-6 • Psalm 89:11 • Psalm 103:20-21 • Colossians 1:16-17 • Psalm 104:5 • Psalm 103:22 • Psalm 22:28 • Psalm 47:8 • Genesis 1:31

### **Counterfeit Kingdom: Satan And Demonic Hosts**

Revelation 12:7-9 • 2 Corinthians 11:14 • Colossians 1:13-14 • Ephesians 6:12 • Mark 3:22-26 • Ephesians 2:1-2 • 1 John 5:19

### **The Kingdom In Creation, The Fall, And The Doctrine Of Original Sin**

Genesis 1:26-27 • Genesis 1:26 • Genesis 3:1 • Revelation 12:9 • Genesis 3:8 • Romans 1:21 • Romans 5:16 • Romans 5:12 • John 5:14 • 1 Corinthians 15:22 • John 8:44 • 1 John 5:19 • Romans 8:20-23 • Psalm 51:5 • Galatians 1:3-5 • Galatians 4:8-9 • Colossians 1:13

### **God's Providence, Kingdom Law, And Covenants**

Psalm 24:1 • Psalm 96:10 • Isaiah 40:22 • Hebrews 1:3 • Romans 9:4 • Ephesians 2:12 • Genesis 17:3-8 • Genesis 12:2-3 • Genesis 15:4-6 • Romans 4:3-5 • Romans 4:16 • Romans 4:20-25 • Galatians 3:6-9 • Galatians 3:13-14 • Exodus 15:3-18 • Exodus 19:3-6 • Exodus 24:3-4 • Exodus 24:7 • Romans 8:3-4 • Romans 8:12-14 • Deuteronomy 5:1-3 • Deuteronomy 30:15-18 • Galatians 3:23-25 • Psalm 25:8-10 • Romans 7:7 • John 15:26 • John 16:8-11 • 2 Corinthians 3:14-17 • Romans 7:13 • Galatians 3:19 • Galatians 3:21-22 • Romans 2:1-11 • Galatians 3:24 • Philippians 3:8-9 • 1 Samuel 8:6-8 • 1 Samuel 8:21-22 • 1 Samuel 9:15-16 • 1 Samuel 10:1 • 1 Samuel 10:24 • 2 Samuel 7:11b-16 • Psalm 89:34-37 • Isaiah 9:6-7 • Isaiah 11:1-5 • Jeremiah 23:5-6 • Ezekiel 34:23



### **Christ The Mediator And Eternal King**

Mark 1:15 • Galatians 4:4 • Romans 1:2-4 • John 1:14 • John 1:17-18 • Luke 1:30-35 • John 1:14 • Philippians 2:5-7 • Romans 5:19 • 1 Corinthians 15:22 • 1 Peter 2:22 • 2 Corinthians 5:21 • Romans 8:29 • Luke 3:21-22 • Luke 4:16-21 • Mark 1:14-15 • Luke 11:20 • Luke 17:20-21 • Luke 4:1-13 • Luke 4:43 • Luke 4:40 • Luke 4:41 • Luke 7:14-17 • Mark 1:16-17 • Mark 3:13-15 • Matthew 16:18 • Luke 9:1-2 • Luke 10:1-17 • John 1:29 • John 6:51 • 1 John 4:9-10 • Mark 8:31 • 1 Corinthians 15:3-5 • Galatians 3:13-14 • Acts 3:14-15 • Hebrews 4:15 • Romans 5:18-19 • 1 Peter 2:24 • Galatians 3:13 • 2 Corinthians 5:21 • Romans 1:18 • Romans 1:32 • Romans 2:12 • 2 Thessalonians 1:6-10 • Colossians 2:13-15 • Matthew 1:1 • Luke 1:68-72 • Luke 2:10-11 • Matthew 9:27 • Acts 2:24-28 • Acts 2:29-36 • Romans 1:1-4 • Hebrews 1:1-3 • 1 Corinthians 15:24-26 • Ephesians 1:19-23 • Revelation 5:5

### **The Ministry Of The Holy Spirit**

Acts 1:8 • Acts 2:1-4 • 1 Corinthians 12:13 • 1 Corinthians 12:4-7 • John 14:16-17 • Romans 12:1 • Ephesians 5:18-20 • Romans 8:3-4 • 1 Corinthians 14:12 • 1 Corinthians 14:26 • Romans 12:4-6 • Luke 11:20 • 1 John 3:8b • Ephesians 6:10-20 • John 14:12-13 • Romans 15:18-19 • 1 Corinthians 4:20 • Romans 8:9-10 • John 16:7 • John 14:26 • John 16:13-15 • Romans 8:14 • Luke 24:49 • Acts 4:31 • Acts 8:18-19 • Acts 19:1-2 • 1 Corinthians 2:4-5 • 2 Corinthians 4:7 • 2 Corinthians 6:4-7 • Joel 2:28-29 • Acts 2:15-17 • 1 Corinthians 12:7-11 • 1 Corinthians 14:1 • 1 Corinthians 14:5 • 1 Thessalonians 5:19-21 • Acts 8:14-17 • Acts 19:6 • Mark 1:41 • Luke 6:18b-19 • Mark 16:18 • Acts 13:1-3 • 1 Timothy 4:14 • 2 Timothy 1:6

### **The Sufficiency Of Scripture**

2 Timothy 3:16-17 • 2 Peter 1:20-21 • 1 Corinthians 2:12-13 • John 14:26 • Psalm 19:7-9 • Psalm 119:30 • Psalm 119:43 • Psalm 119:89 • Matthew 5:17-18 • John 3:34 • John 10:35 • 1 Thessalonians 2:13 • Revelation 22:6 • Luke 24:44 • 2 Peter 3:15-16 • Revelation 22:18-19 • Isaiah 40:8 • Matthew 24:35 • Matthew 7:21 • Matthew 7:24 • Luke 1:38 • James 1:22-25

### **The Power Of The Gospel Over The Kingdom Of Darkness**

Luke 4:5-7 • 1 John 5:19 • 1 Corinthians 15:22 • Ephesians 2:1-3 • Romans 1:21-23 • Romans 1:32 • Romans 1:18 • Romans 2:5 • 2 Corinthians 5:10 • Ephesians 5:6 • Mark 1:14-15 • Acts 8:12 • Acts 28:31 • Ephesians 5:5 • John 16:7-11 • John 3:5-8 • 1 Peter 1:23 • Romans 5:1-2 • Romans 5:9 • Romans 8:15 • Galatians 4:6 • Ephesians 5:25 • Hebrews 13:12 • 1 Peter 1:1-2 • Acts 2:38 • Romans 10:9 • 1 John 4:13-15 • Colossians 1:13-14 • Philippians 3:20

### **The Church: Instrument Of The Kingdom**

John 17:20-21 • Ephesians 4:3-6 • 1 Corinthians 3:16-17 • Matthew 16:17-18 • 1 Corinthians 1:2 • Ephesians 2:18-19 • 1 Peter 2:9-10 • Titus 3:4-7 • Romans 12:4-5 • Ephesians 1:22 • Ephesians 5:23 • 1 Corinthians 12:27

## **Baptism And The Lord's Supper**

Matthew 28:19-20 • 1 Corinthians 11:23-26

## **The Kingdom Of God And The Final Judgment**

Daniel 7:13-14 • Matthew 4:23 • Matthew 12:28 • Matthew 6:10 • Matthew 10:7-8 •  
Matthew 24:14 • Mark 13:11 • John 15:26-27 • Romans 14:17-18 • Mark 13:26 • Acts 1:9-11 •  
2 Thessalonians 2:8 • Revelation 19:11-16 • Matthew 25:31-32 • 1 Corinthians 15:23-25 •  
Revelation 20:10 • 1 Corinthians 15:51-52 • John 5:28-30 • Revelation 20:11- 15 •  
Matthew 25:31-46 • 1 Corinthians 15:24-28 • 1 Timothy 6:13-16 • 2 Peter 3:13 • Revelation 21:5  
• Revelation 21:27 • 1 Timothy 1:17 • Revelation 7:9-12

## **Statement of Marriage**

Genesis 2:18 • Genesis 2:24 • Matthew 19:4-6 • Mark 10:6-9 • Eph 5:31 • Leviticus 18:22 •  
Leviticus 20:13 • Romans 1:26-27

## **ARTICLE II**

### **Membership**

#### **Section 2.01 Members**

As required by state corporations law, action which otherwise would require approval by the members shall require approval only of the Board of Directors. All rights which otherwise would vest in the members including, without limitation, the right to elect directors, shall vest in the Board. Notwithstanding the fact that the Church is not a membership corporation for purposes of governance, these Bylaws refer to persons as “general members” or “members” even though those individuals are not voting members under state corporations law. Individuals meeting the qualifications of Section 2.02 will be considered members of the congregation. All references to members in these bylaws refer to church congregants.

#### **Section 2.02 General Member Qualifications**

To qualify for general membership, applicants must have a genuine experience of regeneration through faith in Jesus Christ as determined by the Board of Directors, and the individual applicant must demonstrate commitments to the Church, as determined by the Board, the evidences of which shall include, but are not limited to the following:

- A. An ongoing and growing relationship with Jesus, which is actively supported by discipleship and formation in the Church’s community.
- B. Alignment with the mission, vision, values, and priorities of the Church.
- C. Service in at least one area of ministry in the Church.
- D. Generous and regular giving to the Church.
- E. Regular attendance at the Church’s worship service.
- F. Attendance of Vineyard Church Southern Indiana’s membership class.

#### **Section 2.03 Authority of Members**

While general members of this Church do not have voting rights, the Board of Directors may seek the input of the members through an advisory vote for the following matters:

- A. The calling of a new lead pastor(s);
- B. The purchase or sale of real property
- C. Any other matter on which the Board desires input from the congregation.

## **Section 2.04 Termination of Membership**

Membership may be terminated by the Board when an individual demonstrates, as determined by the Board, significant disagreement with or deviation from the Statement of Faith, in letter or in spirit, or in cases where the Board determines that the individual no longer meets the qualifications for membership, or if in the discretion of the Lead Pastor(s) and by agreement of the Board, membership should be terminated as a matter of spiritual discipline. General members may resign at any time by giving written notice to the Church. Any general member who is absent from Church services for six months and has ceased to give financially to the Church during that time may be removed from general membership by the Board of Directors.

If cause for removal is found in any member, great care must be taken by the Lead Pastor and Board of Directors to exercise responsible discernment and communication.

Discernment and communication will typically be facilitated by the Lead Pastor(s) or the person he or she designates, by going to the member privately and confronting the member. This should be done to bring that person to repentance when necessary and restore the person to a proper place with God and the Church. If this fails to correct the problem, the Lead Pastor(s) or the person he or she designates, and another leader shall go to the member and again confront the person with the problem. If this attempt also fails, the Lead Pastor(s) or his or her designated person may bring the matter to the Board.

Upon hearing the matter, the Board may consider the recommendation of the Lead Pastor(s) and the leaders he or she has consulted with about removal from membership. If the Board agrees that an appropriate and discerning process has been followed by the Lead Pastor(s) or the person he or she has designated to manage the process, the Board may vote to remove the individual from membership. The removal and causes for removal may be announced to the Leadership Team and may, at the discretion of the Lead Pastor(s), be announced before the entire Church, or some smaller group of the Church. Additionally, members may be instructed to cease fellowship with such a person until he or she is, by recommendation of the Lead Pastor(s), reinstated by the Board.

Alternative processes for discerning the possible removal of a member may be exercised by agreement (simple majority) of the Lead Pastor(s) and Board, especially in cases where the Matthew 18 model required in this Section 2.04 would bring harm to vulnerable person(s) or people groups. Translocal leadership of Vineyard USA may be requested to counsel all parties in such matters.

Other forms of discipline may be instituted by agreement of the Lead Pastor(s) and Board. Other forms of discipline may include but are not limited to: barring a person from attendance at any church activity or any other discipline which may, in the sole discretion of the Board and Lead Pastor(s), be appropriate in the circumstances.

## **ARTICLE III**

### **Board of Directors**

#### **Section 3.01 Power of Board**

Subject to any limitations in the Articles of Incorporation, and instruction from the National Leadership Handbook of Vineyard USA, the activities and affairs of the Church shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors. The Board may delegate the management of the activities of the Church to any person or persons, management company, or committee or committees however composed, provided that the activities and affairs of the Church shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

#### **Section 3.02 Number of Directors**

The number of Directors of the Church shall be no less than 3 nor more than 7, with the exact number of authorized Directors to be fixed from time to time, within such limits, by approval of the Board. In addition, the Lead Pastor(s) will serve as an ex officio member of the Board.

#### **Section 3.03 Qualification for Directors**

Candidates for election as Directors will typically have been active members of the Church for at least one year before election to the board. However, the board may consider candidates that have not been active general members for a year. At all times, the majority of Directors must be active general members of the Church for at least a year.

Notwithstanding the above, the initial directors shall be established in accordance with state law.

A majority of the Board must be independent. For the purposes of these bylaws, an independent Director is one who is not an employee of the Church, spouse of a Church employee, or any entity affiliated with the Church, or a person having a direct or indirect business relationship with the Church which creates a conflict of interest.

#### **Section 3.04 Election and Term of Office**

Directors shall be elected annually at a meeting of the Board of Directors. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until his successor is elected and qualified. Directors shall be elected for three-year staggered terms in groups of equal size insofar as possible.

#### **Section 3.05 Resignation, Removal, and Vacancies**

Any Director may resign effective upon giving written notice to any director unless the notice specifies a later time for the effectiveness of such resignation. A Director may give oral notice of resignation to an officer, but the resignation will not take effect until the Secretary provides written confirmation of the resignation by letter, email or text, to which the resigning Director makes no objection within one week. However, no Director may resign where the Church would then be left without a Director in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A vacancy in the Board shall be deemed to exist on the occurrence of the death, resignation or removal of any Director or if the authorized number of Directors is increased.

The Board may remove a Director who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or been found by a final order or judgment of any court to have breached any corporate legal duty, or fails to attend three consecutive meetings of the Board. Additionally, the Board may remove a Director without cause by a 2/3 majority vote including the affirmative vote of the Lead Pastor(s).

No reduction of the authorized number of Directors shall have the effect of removing any director prior to the expiration of that Director's term of office.

### **Section 3.06 Place of Meetings**

Meetings of the Board of Directors may be held at any place which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the Church.

### **Section 3.07 Regular Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly at the principal office of the Church, unless the Board sets a different time or location.

### **Section 3.08 Special Meetings.**

"Except as otherwise provided in Section 5.04 regarding the correction or removal of a Lead Pastor, no meeting of the Board of Directors shall be considered valid unless at least one Lead Pastor is present. However, in the event of a verified catastrophic medical emergency, incapacitation, or other extraordinary circumstance in which no Lead Pastor is reasonably able to participate, the Board may convene and conduct urgent church business only if:

1. The extraordinary circumstances in which no Lead Pastor is reasonably must be documented in writing and acknowledged by a majority vote of the Board;
2. The meeting agenda is limited to essential operational or legal actions necessary to sustain church continuity (e.g., payroll, legal filings, emergency facility decisions); and
3. The meeting minutes include a written statement of the reason for the Lead Pastor(s)' absence and the measures taken to inform or involve them when possible."

Any board action taken under this exception must be reported to the Lead Pastor(s) as soon as reasonably possible and reviewed with them when they are again able to engage in church leadership.

### **Section 3.09 Notice of Special Meetings**

Special meetings of the Board shall be held upon four days' notice by first-class mail or 24 hours' notice delivered personally or by telephone, SMS, email, or other electronic communication. Any such notice shall be addressed or delivered to each Director at the most recent address, email address, phone number, or other designated electronic communication account each Director has on file with the Secretary.

Notice by mail shall be deemed to have been given three days after written notice is deposited in the United States. Notice of a special meeting must state the purpose of the meeting, and no business other than the noticed business may be conducted at the meeting.

### **Section 3.10 Quorum and Action of the Board**

A majority of Directors in office constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Section 3.13 of these Bylaws. Unless a greater number is required by law, the Articles of Incorporation or elsewhere in these Bylaws, every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

### **Section 3.11 Participation in Meetings by Conference Telephone and Electronic Means**

Members of the Board of Directors may participate in a meeting through the use of telephone, video conferencing, or similar communications systems, as long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

### **Section 3.12 Waiver of Notice**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be made a part of the minutes of the meetings.

### **Section 3.13 Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### **Section 3.14 Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors individually or collectively consent in writing unanimously to such action within three business days; provided, however, that the unanimity requirement does not include the consent of any director who has a material financial interest in a transaction to which the Church is a party and who is an "interested director." Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such Directors.

### **Section 3.15.1 Committees**

The Board may, by resolution adopted by a majority of the number of Directors then in office, create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee to the extent provided in the resolution of the Board, shall have all the authority of the Board except with respect to:

- A. The approval of any action for which state law requires approval of the Board or of a majority of the Board;
- B. The filling of vacancies on the Board or in any committee which has the authority of the Board;
- C. The fixing of compensation of the Directors for serving on the Board or on any committee;
- D. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- E. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- F. The appointment of committees of the Board or the members thereof;
- G. The approval of any self-dealing transaction.

### **Section 3.15.2 Meetings and Actions of Committees**

Regular and special meetings and actions of committees of the Board of Directors shall be governed by the provisions of this Article III applicable to meetings and actions of the Board, provided however, that the Board may adopt rules for the conduct of the business of any committee consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

### **Section 3.16 Fees and Compensation**

Directors will not be compensated for their service on the Board. However, the Board may authorize reimbursement of the expenses of Directors for their services to the Church as Directors, including attendance at Board Retreats. Directors that serve in another capacity for the Church in addition to serving as a Director may be compensated for that other capacity.



### **Section 3.17 Procedural Requirements of Meetings**

The meetings of the Church, the Board of Directors, and its committees may be conducted with informality. However, this informality does not apply to procedural requirements mandated by the Articles of Incorporation, these Bylaws, or the state law. When circumstances warrant, or when otherwise invoked by any person entitled to vote at a meeting, any such meeting or a portion of such meeting will be conducted according to the latest edition of Robert's Rules of Order, Newly Revised to the extent that such procedural reference authority does not conflict with the Articles or Bylaws.

### **Section 3.18 Annual Meeting of the General Members**

The Board shall set an annual meeting of the general members for the purpose of reporting on the financial and organizational health of the Church, and to vote on any issues delegated by the Board to the consideration of the general membership.

## **ARTICLE IV**

### **Officers**

#### **Section 4.01 Officers**

The officers of the Church shall be a Lead Pastor or Lead Pastors, a Secretary, and a Treasurer. The Church also may have, at the discretion of the Board, such other officers as may be elected or appointed in accordance with the provisions of Section 4.03 of this Article IV. Any number of offices may be held by the same person except that the Lead Pastor(s) may not serve in any other capacity than that of Lead Pastor(s).

#### **Section 4.02 Appointment of Officers**

The Lead Pastor(s) shall be elected by the affirmative vote of 2/3 of the Board of Directors, excluding any other Lead Pastor(s) who are Directors. Removal of a Lead Pastor requires an affirmative vote of 2/3 of the Directors other than any Lead Pastor(s). All other officers of the Church shall be appointed by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service.

#### **Section 4.03 Subordinate Officers**

The Board may appoint and may empower the Lead Pastor(s) or other officers to appoint such other officers as may benefit the Church, each of whom shall hold office for such period as the Board may determine.

#### **Section 4.04 Removal and Resignation**

Any officer other than that of Lead Pastor(s) may be removed by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

Any officer may resign at any time by giving written notice to the Church without prejudice to the rights, if any, of the Church under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein.

#### **Section 4.05 Lead Pastor(s)**

A Lead Pastor serves as the Chair of the Board and President, and shall preside at all meetings of the Board of Directors and shall be responsible for the general supervision, direction, and control of the officers of the Church.

**Option 1** In the absence of the Lead Pastor holding the Board Chair at a meeting of the Board, the other lead pastor shall be appointed as the chair of the board if present. If both lead pastors are unavailable, the board may appoint the chair of the board for that meeting.

The Lead Pastor(s) is the general manager and chief executive officer of the Church corporation and, subject to the control of the Board of Directors shall be responsible for the general supervision, direction, and control of the business of the Church. The Lead Pastor(s) shall exercise and perform such other powers and duties as may be assigned from time to time by the Board.

All Lead Pastor(s) are ex officio Directors.

#### **Section 4.06 Secretary**

The Secretary shall keep or cause to be prepared and maintained, a record of minutes of all meetings of the Board and its committees. The minutes shall include at a minimum, the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the precise language of all motions and resolutions presented to the Board, and the outcome of all votes on such motions and resolutions. The Secretary shall have principal responsibility for assuring that all corporate documents and records are maintained in accordance with any Document Retention or Destruction Policy prescribed by the Board and shall certify such records as needed by the Corporation in carrying out its business.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

#### **Section 4.07 Treasurer**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Church. The books of account shall be open at all reasonable times to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Church as may be ordered by the Board, shall render to the Lead Pastor(s) and the Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Church, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## **ARTICLE V**

### **Ecclesiastical Authority**

#### **Section 5.01 Powers and Duties of the Lead Pastor(s) Spiritual and Executive Leadership**

The Lead Pastor(s) shall have responsibility for the spiritual oversight of the Congregation.

We affirm that the Church has two simultaneous and complementary expressions: the spiritual life of a body of believers (the Church), and the corporate entity that houses and supports its functions (the Corporation). The Senior Pastor(s) serve as a bridge between these expressions, bearing responsibility for the spiritual leadership and executive direction of the Church.

In this role, the Lead Pastor(s) are entrusted with providing biblical vision and pastoral oversight, recognizing and equipping those operating in apostolic, prophetic, evangelistic, pastoral, and teaching ministry functions for the equipping of the saints and the building up of the body of Christ (Eph. 4:11–13).

They may establish ministries, develop leadership teams, appoint staff, or create specialized expressions of church life based on biblical conviction and discernment of the Spirit's leading.

#### **Section 5.02 Decisions by Multiple Lead Pastors**

When there is more than one Lead Pastor, a decision within the authority of a Lead Pastor under these Bylaws is an act of the Lead Pastor(s). Where there are differences of opinion among multiple Lead Pastors, the Lead Pastors will meet and vote on their decision. Where there is a tie vote among the Lead Pastors, the decision to be made that would otherwise be a Lead Pastor decision will be made by the Board.

#### **Section 5.03 Calling the Lead Pastor(s)**

A new Lead Pastor(s) may be called (hired) by a 2/3 majority vote of the Board of Directors subject to Section 2.03 of these bylaws

#### **Section 5.04 Correction and Removal of the Lead Pastor(s)**

The Lead Pastor(s) may be removed by a 2/3 majority vote of all of the Directors then serving in the role of Director, excluding all Lead Pastor(s). The Lead Pastor(s) is not entitled to a vote on his or her removal. The Lead Pastor(s) shall be entitled to a written account of the charges and actions being considered. The Lead Pastor(s) will then be given an opportunity to present his or her case to the remaining Board members prior to a vote.

Grounds for correction or removal of the Lead Pastor(s) shall include significant departure from the Statement of Faith as determined by the remaining members of the Board of Directors; substantial departure from Biblical norms of behavior as determined by the remaining members of the Board of Directors; or failure to faithfully fulfill the duties of the office of Lead Pastor(s). Translocal leadership of Vineyard USA shall be requested to counsel all parties in such matters.

### **Section 5.05 Notification of Correction or Removal**

The Board of Directors will notify the designated Vineyard USA Area Leader(s), Regional Leader(s) and Super Regional Leader within 48 hours of any corrective or removal action against the Lead Pastor(s).

### **Section 5.06 Interim Lead Pastor(s)**

If for any reason the Lead Pastor(s) cannot fulfill the duties of the office of Lead Pastor(s), an Interim Lead Pastor(s) may be appointed by a 2/3 majority vote of the Board. Additionally, in the event that the Lead Pastor(s) resigns or is removed from his or her role before a permanent Lead Pastor has been appointed, the Board must promptly appoint an Interim Lead Pastor.

### **Section 5.07 Leadership Team**

Under the direction of the Lead Pastor(s), the Leadership Team shall execute the vision and organizational objectives of the Church and provide input to the Lead Pastor(s) about the Church and its affairs.

Section 5.08 Number on Leadership Team. The size of the Leadership Team shall change from time to time by the direction of the Lead Pastor(s) or an individual designated by the Lead Pastor(s) to manage this responsibility.

Section 5.09 Leadership Team Offices. Individual General Members may be appointed to particular leadership roles on the Leadership Team, including pastoral roles. Such leadership roles may be compensated.

Section 5.10 Appointment to the Leadership Team. Appointment to the Leadership Team shall be made by the Lead Pastor(s) or an individual designated by the Lead Pastor(s) to manage this responsibility. To be qualified for appointment the person must be a General Member of the Church in good standing. Additionally, Leadership Team members should have demonstrated personal integrity, a proven record of trustworthiness, teachableness, an anointing for leadership, and healthy friend and familial relationships, including, for married individuals, a strong and stable marriage with support for Church leadership from his or her spouse.

Term of Office. A Leadership Team member shall serve indefinitely until he or she is removed, resigns, or cannot fulfill the duties of Leadership Team members.

Removal. Leadership Team members may be removed without cause by the Lead Pastor(s) or the person(s) to whom the Lead Pastor(s) designate that authority.

### **Section 5.11 Duties of the Leadership Team**

1. Pray: Leadership Team members shall regularly pray for the Church and its ministries.
2. Oversee and Care: Leadership Team members shall lead the various ministries of the Church and care for the individuals serving in the various ministries of the Church.
3. Notice, Discern, and Share: As praying leaders serving the Church, Leadership Team members are tasked with intentionally observing what they understand to be the work of God, discerning possible invitations for the advancement of the Church's ministry, and reporting barriers to health and growth in the Church that they have observed and experienced. When appropriate, either from their own observations or by invitation from the Lead Pastor(s) or board members, Leadership Team members are encouraged to share what they have noticed and discerned with the Lead Pastor(s) or board members
4. Equip and Release: In alignment with Ephesians 4:11–13, Leadership Team members help to equip the saints for the work of ministry by operating in and supporting the fivefold expressions of ministry within the Church—apostolic vision, prophetic insight, evangelistic outreach, pastoral care, and biblical teaching.

## **ARTICLE VI**

### **Ordination**

#### **Section 6.01 Principles of Ordination**

Only our Sovereign Holy God can truly call and ordain his children for service in the ministry of the Gospel of Jesus Christ. The calling of a pastor or other minister of the Gospel is not the result of a title; rather the title is a result of God's calling. This calling is recognized as from the true and living God. It is the privilege of the Church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a person's life. The purpose of this Article is to provide for the ordination of pastors and other ministers of the Gospel.

#### **Section 6.02 Classification**

The church recognizes three distinct pastoral/ministerial classifications. They are:

- A. Ordained pastor
- B. Licensed pastor
- C. Commissioned pastoral coordinator

#### **Section 6.03 Qualifications**

The qualifications for recognition as an ordained pastor, licensed pastor, or commissioned pastoral coordinator are as follows:

- A. A candidate for ordination by the Church must be a born-again believer in Jesus Christ as described by our Lord in the third chapter of the Gospel of John.
- B. A candidate must subscribe to the Statement of Faith as described in these bylaws.
- C. A candidate must meet the scriptural requirements for the office of elder as described in 1 Timothy 3:1-7 and Titus 1:6-9.
- D. A candidate must believe in the objectives of this Church and its concepts concerning the work of the Holy Spirit today.
- E. A candidate must have evidenced the obvious calling of God in terms of ministerial experience and report.
- F. A candidate must have completed a course of study prescribed or approved by the Lead Pastor(s).

Typically, a person will have completed a probationary period before receiving full ordination.

A pastoral intern or a person who is engaged in professional ministry other than as a pastor may receive credentials as a commissioned pastoral coordinator.

The Board of Directors may make exceptions to these qualifying standards where, in the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with God's Word.

## **Section 6.04 Procedure for Ordination and Licensing**

Persons fulfilling the above qualifications may be recommended by the Lead Pastor(s) to the Board. The Board shall consult the Vineyard USA National Leadership Handbook to determine its duties and obligations therein.

The Board may approve one of three types of pastoral/ministerial credentials;

- A. Ordination: Full, permanent ordination into the ministry of the Gospel of Jesus Christ.
- B. Licensing: Provisional ordination on a year-to-year basis until said candidate has demonstrated a calling and proficiency for long-term ministry within this Church or has established an independent church body with its own ordination procedures which will thereafter ordain the candidate.
- C. Commissioning: Provisional credentials issued on a year-to-year basis recognizing a pastoral internship or a professional level of leadership of one of the integral ministries of the Church.

## **Section 6.05 Revocation of Ordination**

Ordination is a privilege extended to the candidate and can be revoked at any time for cause. When the Board is considering the revocation of ordination, it shall generally adhere to the following process:

- A. The matter giving rise to revocation shall be sent to the candidate in writing thirty to sixty days prior to a vote for revocation by the Board after a majority of the Board present have voted to send such notice of revocation.
- B. The candidate shall be given an opportunity to submit a defense to the charges either in writing or orally before the Board.
- C. Following the defense or within thirty days from notification the Board shall vote on the revocation or ordination.
- D. The revocation shall be made by a consensus vote of the Board present at a meeting.
- E. The outcome of the vote on revocation shall be communicated to the candidate in writing within seven days of the vote on revocation.

In extenuating circumstances where delaying the revocation of ordination would significantly harm the Church or a vulnerable individual or group, the Board is encouraged to consult with the translocal leadership of Vineyard USA and may choose to expedite the revocation process. In such cases, the Board may vote to revoke ordination by consensus vote in less than thirty days from the meeting where the majority of the Board present have voted to send notice of revocation.

Section 6.05 Revocation of Licensing and Commissioning. Licensing and Commissioning is a privilege extended to the candidate and can be revoked by the Board of Directors at any time.



## **ARTICLE VII**

### **Emergency Powers**

#### **Section 7.01 Emergency Powers**

In anticipation of or during an emergency, the Board of Directors may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

During an emergency, (1) notice of a meeting of the Board of Directors need be given only to those Directors it is practicable to reach and may be given in any practicable manner; (2) those Directors who participate in a meeting of the Board of Directors shall constitute a quorum; and (3) one or more officers, including subordinate officers, who may not be Directors, who present at a meeting of the Board of Directors may be deemed to be Directors for the meeting, in order to constitute the minimum size of the board as set forth in Section 3.02 herein. Such officers shall be added as available in order of rank and within the same rank in order of seniority. Should there be an insufficient number of Directors available to meet the minimum threshold set forth in Section 3.02, actions by those who are available may carry out actions for the Board during the time of emergency. In such circumstances, the available Directors may elect temporary Directors to serve until a regular meeting of the Board, which may ratify the elections made by the smaller body or remove the temporary Directors.

Corporate action taken in good faith during an emergency to further the ordinary activities and affairs of the corporation: (1) binds the Church; and (2) may not be used to impose liability on a Director, officer, employee, or agent.

“Emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Church's Board of Directors cannot be readily convened for action: (1) a natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion; (2) an act of terrorism, violence, or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or (3) a state of emergency proclaimed by a governor or by the President of the United States.

## **ARTICLE VIII**

### **Indemnification, Insurance and Director Liability**

#### **Section 8.01 Right to Indemnification**

This Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, Director, or agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, upon approval by the Board.

In determining whether indemnification is available to the Director, officer, or agent of this Church under state corporation law, the determination as to whether the applicable standard of conduct has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

#### **Section 8.02 Insurance**

This Church has the power and must use its best efforts to purchase and maintain insurance on behalf of any Director, officer, or agent of the Church, against any liability asserted against or incurred by the Director, officer, or agent in any such capacity or arising out of the Director's, officer's, or agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under Section 6.01 of these Bylaws; provided, however, that the Church may not purchase and maintain such insurance to indemnify any Director, officer, or agent of the Corporation for any self-dealing transaction.

## **ARTICLE IX**

### **Miscellaneous**

#### **Section 9.01 Fiscal Year**

The fiscal year of the Church shall be from Jan 1st through Dec 31st.

The Board of Directors shall determine who shall be authorized from time to time on the Church's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

#### **Section 9.03 Amendment of Articles of Incorporation and Bylaws**

The Articles of Incorporation and Bylaws of the Church may be adopted, amended or repealed in whole or in part by a  $\frac{3}{4}$  vote of the Directors then in office, and the approval of the Lead Pastor(s).

#### **Section 9.04 Loans to Directors and Officers**

The Church shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided, however, that the Church may advance money to a Director or officer of the Church for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Church. The provisions of this §9.04 do not apply to (1) the payment of premiums in whole or in part by the Church on a life insurance policy of a Director or officer so long as repayment to the Church of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board of Directors, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in within 30 miles of the Church.

#### **Section 9.05 Church Property**

All property, both real and personal, owned by this Church now and in the future, is and shall be solely and exclusively owned by this Church and, consistent with respective state law, shall not be subject to any trust interest or any other claim of ownership by Vineyard USA or any other ecclesiastical jurisdiction to which this Church may now or in the future be subject.

