

Bylaws of
NORTHSIDE CHURCH
A Nonprofit Corporation

ARTICLE I. PURPOSE

Northside Church, hereinafter referred to as the corporation, the church or NSC, is dedicated exclusively to charitable, religious, and educational purposes. The church's primary purpose is to reach people with the Christian gospel message and to disciple believers by and through as many methods and means as possible, with the primary objective to connect people with God through Jesus Christ and people in relationship to one another.

ARTICLE II. OFFICES

Section 2.01 Registered Office and Agent: The address of the registered office of NSC is 2571 N. Highland Ave., Jackson TN 38305, and the name of the registered agent at this address is the President of the Board of Servant Directors.

Section 2.02 Other Offices: The corporation may have offices at such place or places within or without the State of Tennessee as the Board of Servant Directors may from time to time appoint or as the business of the corporation may require or make desirable.

ARTICLE III. BOARD OF SERVANT DIRECTORS

Section 3.01 General and Specific Powers and Duties: The Board of Servant Directors manages the business affairs of the church in order to help carry out the purpose of the church. Specific duties include working with the pastors and staff to provide direction and make decisions for the ministry of the church, approving an annual budget, and appointing new officers to the Board of Servant Directors. These actions require a two-thirds (2/3) vote by the Board members present. No director has individual power unless specifically designated for a particular task, which is to be approved by two-thirds (2/3) vote and accounted in written record.

Section 3.02 Appointment of Directors and Lay Leadership Teams: Nominees for the Board of Servant Directors, Board of Lay Elders, and all other ministry teams will be made by the Nominations Team. Nominees will be evaluated based on gifts, character, and spiritual maturity with guidance and input from the pastors. The nominees are to be elected by a two thirds (2/3) vote by the Board of Servant Directors present. Nominees for the Board of Servant Directors, Board of Lay Elders, and Nominations Team shall be members of Northside Church. All other ministry team nominees may be members or non-members of Northside Church. Board members may not be staff members of the corporation nor related by blood or marriage to staff members of the corporation.

Section 3.03 Board of Servant Directors: Each member of the Board of Servant Directors shall serve for a three (3) year term. A board member may serve two (2) consecutive terms. At the beginning of the corporation and operation of the Board, there shall be classes for one (1) year, two (2) years, and three (3) years. There shall be a minimum number of three (3) directors in each class and no maximum.

Section 3.04 Removal/Resignation: A board member may be removed from his/her position if it is deemed in the best interest of the church. This action requires a two-thirds (2/3) vote of the Board of Servant Directors present and input from the pastors. A board member may resign at any time by giving written notification to the president of the Board.

Section 3.05 Conflict of Interest: Any member of the Board who has a financial, personal, or official interest in, or conflict with, or appearance of an impropriety of a conflict with, any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall make known such appearance of an impropriety and shall offer to the Board to voluntarily recuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item. In the absence of the Board member, the remainder of the Board members present will by majority decide whether such conflict or appearance of conflict should preclude the board member from the decision-making process.

Section 3.06 Vacancies: A vacancy on the Board of Servant Directors, because of death, resignation, removal, disqualification, or otherwise, shall be filled by recommendation from the pastors for the unexpired portion of the term. The recommendation is to be approved by two-thirds (2/3) vote of the Board of Servant Directors present.

Section 3.07 Regular Meetings: Regular meetings of the Board of Servant Directors shall be held at least quarterly with at least a seven (7) day notice as to such times and place as the Board of Servant Directors shall designate. An annual meeting of the Board of Servant Directors shall be held within two months before or two months after the close of the corporation's yearly accounting period. All meetings to be held at such places within or without the State of Tennessee as the Board of Servant Directors shall from time to time designate. All meetings are open meetings except when personnel issues shall be considered. Only those on the Board of Servant Directors shall have a vote.

Section 3.08 Calling Meetings: Meetings of the Board of Servant Directors may be called by the President of the corporation or by a majority of the Servant Directors. No Director meeting is to be called or held without the consent of the President and Pastoral Leadership Team.

Section 3.09 Special or Called Meetings: Special or called meetings may be held with at least a two (2) day notice by electronic communication, telephone, personal delivery, or five (5) day notice by first class mail, of the time and place of the meeting to each Director.

Section 3.10 Notice: Notice of the annual, regular or any special meeting of the Board of Servant Directors shall be communicated with each Director. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.11 Quorum: At all meetings of the Board of Servant Directors, the presence of one-half (1/2) of the authorized number of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting until a quorum is obtained.

Section 3.12 Voting: The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Servant Directors, except as may be otherwise specifically provided by law or by these Bylaws. A Director who is present at a meeting of the Board is presumed to have assented to any action on any matter before the board unless his/her vote is recorded to the contrary in the minutes of the meeting.

Section 3.13 Conduct of Meetings: The President, or in his/her absence, the Vice President, or in his/her absence, an appointee from the Board of Servant Directors by the President, shall preside at meetings of the Board of Servant Directors. The Secretary of the corporation, or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary for meetings of the Board of Servant Directors, whose minutes shall be signed of record by such Secretary as well as by the presiding officer and placed in the minute book of the corporation for such. **Meetings shall be governed in the spirit of discernment, consensus, and when necessary, Robert's Rules of Order.**

Section 3.14 Virtual Participation: Directors may participate in meetings of the Board of Servant Directors through use of virtual communication, so long as all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote.

Section 3.15 Written/Electronic Consent: Any action required or permitted to be taken at any meeting of the Board of Servant Directors or of any ministry teams thereof may be taken without a meeting. An email or text response shall be considered valid, when printed and included in the minutes. The number of responses must meet Section 3.11 and Section 3.12 for the final vote to be valid.

Section 3.16 Adjournment: A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Servant Directors to another time and place.

ARTICLE IV. CORPORATE OFFICERS

Section 4.01 Officers: The officers of the corporation shall be a president, a secretary, a treasurer, one or more vice-presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Servant Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more treasurers, as it shall deem desirable. Such officers are to have the authority and perform the duties prescribed, from time to time, by the Board of Servant Directors. The pastors shall be non-voting members of the Board of Servant Directors to provide spiritual guidance and direction to the Board.

Section 4.02 Election and Term of Office: The officers of the corporation shall be elected by the Board of Servant Directors at the first regular meeting of the year by a two-thirds (2/3) vote of the Servant Directors present, in accordance with officer terms as described below under Section 4.05. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Servant Directors. Each officer shall hold office until his/her successor has been duly elected and qualified.

Section 4.03 Removal/Resignation: Any officer of the corporation may be removed from his/her office if it is deemed in the best interest of the church. This action requires a two-thirds (2/3) vote of the Board of Servant Directors present and input from the pastors. An officer may resign at any time by giving written notification to the pastors and president or vice-president of the Board of Servant Directors.

Section 4.04 Vacancies: A vacancy in any corporate officer position, because of death, resignation, removal, disqualification, or otherwise, shall be filled for the remainder of the term by a two-thirds (2/3) vote of the Board of Servant Directors present and input from the pastors. If this vacancy also resulted in/from a vacancy on the Board of Servant Directors, that vacancy will be filled as directed by Article III, Section 3.06.

Section 4.05 Responsibilities of Officers:

- (a.) President.** The president is the Chair of this corporation and will, subject to the control of the Board of Servant Directors and input from the pastors, lead the church to supervise and control the business affairs of the church. The president will perform all duties incident to the office of the president and any other duties that may be required by these bylaws or prescribed by the Board of Servant Directors. The President shall serve on the Executive Team of the church. The term of the President shall run for two consecutive years, with two additional years in an advisory capacity to the new President.
- (b.) Vice-President.** The vice-president will perform all duties and exercise all powers of the president when the president is absent or is otherwise unable to act. The vice-president will perform any other duties that may be prescribed by the Board of Servant Directors. The Vice-President shall serve on the Executive Team of the church. The term of the Vice-President shall run for two consecutive years, in preparation of serving as President for two consecutive years, with two additional years in an advisory capacity to the new President. An election to the Vice-President position is a six (6) year commitment to the Board of Servant Directors. The purpose of serving as Vice-President, then President, then as an advisor is to provide continuity to the President position of the Board of Servant Directors.
- (c.) Secretary.** The secretary will keep minutes of all meetings of Members and of the Board of Servant Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Servant Directors. The secretary shall keep a hard copy of all minutes of the Board of Servant Directors in a binder which shall be passed to successive secretaries. The term of the Secretary is one year, with election of a member to the position annually. A member may serve consecutive terms as Secretary.
- (d) Treasurer.** The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Servant Directors, keep and maintain adequate and correct accounts of the church's properties and business transactions, and render reports and accountings according to the Finance Policies and Guidelines approved

by the Board of Servant Directors. The treasurer will perform all duties incident to the office of treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Servant Directors. Best accounting practices shall be followed as approved by the Board of Servant Directors. The Business Manager hired by the church shall serve as the Treasurer without vote.

- (e) Any future officers will be created and appointed by two-thirds (2/3) vote of the Board of Servant Directors present.

Section 4.06 Subcommittee (Teams) of Board of Servant Directors:

- (a) **Finance Team.** The finance team shall be 3-5 members comprised of church members with a finance, accounting, and/or business management background. They may be selected from the Board of Servant Directors, but do not necessarily have to be members of the Board of Servant Directors. The team members are appointed through joint collaboration of the Board of Servant President and Vice-President, pastors, and finance team. Leader of the finance team serves on the Executive Team.
- (b) **Personnel Team.** The personnel team shall be 9 members, comprised of members from the Board of Servant Directors; members from the Board of Lay Elders; and (3) non-voting pastors. The team members shall be appointed through joint collaboration of the President of the Board of Servant Directors, the Chair of the Board of Lay Elders, pastors and the personnel team. Personnel Team serves as a subcommittee of both the Board of Servant Directors and Board of Lay Elders. Chairperson of the Personnel Team serves on the Executive Team.

ARTICLE V. BOARD OF LAY ELDERS

Section 5.01 Board of Lay Elders: Each member of the Board of Lay Elders shall serve for a three (3) year term. A Lay Elder may serve two (2) consecutive terms. At the beginning of the corporation there shall be classes for one (1) year, two (2) years, and three (3) years. There shall be a minimum of three (3) Lay Elders in each class with no maximum. The number of Lay Elders may be changed by a two-thirds vote of the Board of Servant Directors present and input from the pastors. The Board of Lay Elders shall meet at least quarterly.

Section 5.02 Role of Lay Elders: Northside's Lay Elders have an oversight role in the spiritual formation side of the church.

- (a) The role of the Lay Elders is to help the pastors discern and envision the call of Christ on the church, to work with the Board of Servant Directors in pastoral appointment as designated in Article VI, Section 6.04, and to oversee and confirm ordination as designated in Article VI, Section 6.01.
- (b) Northside's Lay Elders are men and women who have the ultimate responsibility and authority to see that the church remains on a true course Biblically; that the church body is being appropriately shepherded; that the church body is being fed through insightful and accurate Biblical teaching; and that the life of the church is being well managed with the assistance of competent and Godly church staff and lay ministry leaders.
- (c) They evaluate the preaching/teaching ministry, review and approve major ministry decisions, and ensure the church remains faithful to the Bible. They are part of the vision setting process of the church.

- (d) Lay Elders should have at least one of these spiritual gifts: discernment, leadership, encouragement, wisdom, mercy. They must be spiritually mature, be able to maintain confidentiality, and be a team player. Lay Elders are to be servant leaders who lead by example. They are Northside's Shepherds or Overseers.
- (e) The Board of Lay Elders shall encourage staff and ministry directors at least once each year through prayer, presence, and celebration during their daily activities.
- (f) All of their work shall be done in accordance with Scripture and to serve Christ and the church. The Lay Elders are to work in unity to lead the church to fulfill the calling of God on the church.

Section 5.03 Removal/Resignation: A Lay Elder may be removed from his/her position if it is deemed in the best interest of the church. This action requires a two-thirds (2/3) vote of the Board of Lay Elders present and input from the pastors. A member of the Board of Lay Elders may resign at any time by giving written notification to the chair of the Board.

Section 5.04 Officers for Board of Lay Elders: The officers of the Board of Lay Elders shall be a chairperson, a vice-chairperson, and a secretary. The Board of Lay Elders may elect such other officers as they deem necessary.

Section 5.05 Election and Term of Office: The officers of the Board of Lay Elders shall be elected annually by the Board of Lay Elders at the second regular meeting of the year by a two-thirds (2/3) vote of Lay Elders present. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Lay Elders. Each officer shall hold office until his/her successor has been duly elected and qualified.

Section 5.06 Removal: Any officer of the Board of Lay Elders may be removed from his/her position by two-thirds (2/3) vote of the Board of Lay Elders present if it is deemed in the best interest of the church. If this action also resulted in a vacancy on the Board of Lay Elders, that vacancy will be filled as directed by Section 5.07.

Section 5.07 Vacancies: A vacancy on the Board of Lay Elders, because of death, resignation, removal, disqualification, or otherwise, shall be filled by recommendation from the pastors for the unexpired portion of the term. The recommendation is to be approved by two-thirds (2/3) vote of the Board of Lay Elders present.

Section 5.08 Responsibilities of Officers of the Board of Lay Elders:

- (a) **Chairperson:** The chairperson, working with the pastors, co-leads the meetings of the Board of Lay Elders. **The meetings shall be governed in the spirit of discernment, consensus, and when necessary, Roberts' Rules of Order.** The Chair, or in his/her absence, the Vice Chair, or in his/her absence, an appointee from the Board of Lay Elders by the Chair, shall preside at meetings of the Board of Lay Elders.
- (b) **Vice chairperson:** In the absence of the Chairperson, the Vice Chair shall conduct the meetings of the Board of Lay Elders and perform any other actions deemed necessary by the Board of Lay Elders.

- (c) **Secretary:** The secretary will keep minutes of all meetings of the Board of Lay Elders, and send copies in a timely manner to the President of the Board of Servant Directors, the Pastors, and the Chair of the Board of Lay Elders.

Section 5.09 Subcommittee (Teams) of Board of Lay Elders:

- (a) **Personnel Team.** The personnel team shall be 9 members, comprised of members from the Board of Servant Directors; members from the Board of Lay Elders; and (3) non-voting pastors. The team members shall be appointed through joint collaboration of the President of the Board of Servant Directors, the Chair of the Board of Lay Elders, pastors and the personnel team. Personnel Team serves as a subcommittee of both the Board of Servant Directors and Board of Lay Elders. Chairperson of the personnel team serves on the Executive Team.

ARTICLE VI. PASTORS

Section 6.01 Ordination. Ordination is a gift from God given to the church, as the body of Jesus Christ, which affirms those called and set apart for ministry in Northside Church. The Board of Lay Elders working with the Pastoral Leadership Team, may ordain a person as a pastor after first examining the applicant's background, moral and spiritual character, and their theological education and training. Additionally, any candidate shall be living celibate lives if single, or married as defined in Scripture and the Northside Church Statement of Faith. Final determination shall be within the absolute discretion of the Board of Lay Elders by a two-thirds (2/3) vote of those present. The grant of ordination will be in effect for as long as the pastor is employed by Northside Church or a member of Northside Church. Request to continue ordained status when not employed by or a member of Northside Church may be granted by the Board of Lay Elders by two-thirds (2/3) vote of those present.

Section 6.02 Pastor: The pastors on the Pastoral Leadership Team shall be ordained. Assistant or associate pastors may or may not be ordained.

Section 6.03 Ordination Application: When there is a pastoral position open, a person discerning a call to ordination shall meet with one of the pastors on the Pastoral Leadership Team to discuss and discern their call. Upon the recommendation of the Pastoral Leadership Team the person may apply for ordination per the NSC ordination guidelines.

Section 6.04 Pastoral Matters:

- (a) **Resignation.** In the event the any pastor, should voluntarily choose to leave, his/her successor shall be chosen according to Article VI, Section 6.04(c). Any pastor of the Pastoral Leadership Team may submit a recommendation for an Associate or Assistant Pastor position to the Pastoral Search Team selected under provisions of Article VI, Sections 6.04(c).
- (b) **Removal.** In the event a pastor shall have serious charges brought against him/her or his/her ministry has ceased to be effective, the matter shall be brought to the Board of Lay

Elders. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Servant Directors and the Board of Lay Elders to come together with the pastor to consider his/her removal. After prayerful consideration and discernment, the Board of Servant Directors and the Board of Lay Elders may remove the pastor by a combined two-thirds (2/3) vote of those present.

(c) Pastoral Recruitment and Approval. In the event a pastor shall resign or be removed, a Pastoral Search Team shall be appointed by the President and Vice President of the Board of Servant Directors and the Chair and Vice Chair of the Board of Lay Elders to recruit and present a candidate for the role of pastor. Upon recommendation of the Pastoral Search Team, the pastoral candidate shall be presented to the combined Board of Servant Directors and the Board of Lay Elders for their approval. The pastor is to be approved by the Board of Servant Directors and the Board of Lay Elders by a combined two-thirds (2/3) vote of those present. This process shall be spiritually directed and accomplished as timely as possible. The established guidelines for the Pastoral Search Team shall be followed.

ARTICLE VII. CHURCH MEMBERSHIP

Section 7.01 Membership: Members of the church shall be made up of those who have accepted Christ as their Savior and are in accord with the Statement of Faith of Northside Church.

Section 7.02 Church Member Responsibility and Duties: Members of the church vow to support the church through their prayers, presence, gifts, service, and lifestyle. Members of the church shall have the responsibility and the duty to:

- *Vote on a merger of Northside Church with another church
- *Vote on dissolution of the corporation
- *Vote on the disposition of all or substantially all of the assets of the church except in a dissolution of the corporation

*No other rights or privileges are afforded to the members of the church. A majority of the participating members present will carry any decision. Proxy voting is not permitted.

Section 7.03 Church Member Meetings: Meetings for transactions regarding member responsibilities and duties may be called by the Board of Servant Directors as needed.

Section 7.04 Notice of Church Member Meetings: Notice of church member meetings requiring fulfillment of member's responsibilities and duties shall have no less than two weeks' notice. The notification requirement will be filled by any one of the following:

- *Distribution of written material to the congregation in attendance at a regular weekend service;
- *Announcement of the meeting in a Church newsletter, either electronic or printed;
- *Oral announcement to the congregation at a weekend service;
- *Delivery by US mail, email, or other electronic communication to each member identified on the membership roll

Section 7.05 Quorum: Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the members for the transactions of the church.

ARTICLE VIII. MISCELLANEOUS

Section 8.01 Contracts and Loans: The Board of Servant Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Servant Directors. Such authority may be general or confined to specific instances.

Section 8.02 Amendment: Subject to the provision of Tennessee Law, these Bylaws or any provision of them may be presented to be altered, amended, or repealed, or new Bylaws adopted by the Board of Servant Directors. Acceptance of the recommendation for adoption will require an affirmative vote of two-thirds (2/3) of the Board of Servant Directors at any special or regular meeting at which a quorum is present.

Section 8.03 Records: NSC is responsible to maintain the following accurate and contemporaneous records and reports:

- *Financial Records of the corporation
- *Minutes of the proceedings of the meetings of the Board of Servant Directors, meetings of the Board of Lay Elders related to corporate ecclesiastical governance, and church member meetings as related to corporate or ecclesiastical governance.
- *Church membership records
- *Charitable contributions

Section 8.04 Dissolution: Upon dissolution of the corporation, the Board of Servant Directors, after all of its liabilities and obligations have been discharged or adequate provision made therefore, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious purposes as shall qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future US Revenue Law) as the Board of Servant Directors shall determine.

Section 8.05 Inurement: No part of the net earnings of NSC shall inure to the benefit of, or be distributable to its officers, directors, or any person except that NSC shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of NSC. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of NSC, NSC shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax, under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under

Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

Section 8.06 Fiscal Year: The fiscal year of NSC shall be the calendar year.

Section 8.07 Other: Any other functions, responsibilities, and /or duties for the church and/or the corporation outside these Bylaws will fall under the authority of the pastoral leadership and governance of the church.

Section 8.08 Legal Provision: The organization and function of the corporation is under the authority of the Bylaws as outlined subject to the laws of the State of Tennessee and any applicable federal laws.

Section 8.09 Severability: Each provision of these Bylaws is intended to be severable. If any term or provision hereof is determined by a Court of competent jurisdiction to be invalid or illegal for any reason whatsoever, such invalid or illegal term or provision shall not affect the validity or legality of the remainder of the other sections and or provisions of these Bylaws.

Section 8.10 Controlling Law: These Bylaws are adopted in conformance to the laws of the State of Tennessee in a Specially Called Meeting of the members of the church by a two-thirds (2/3) majority of those members voting. Including any rights, remedies or obligations provided for hereunder, these Bylaws shall be construed and enforced in accordance with the laws of the State of Tennessee without regard to principles of conflicts of law that would result in the application of the laws of another state.

Section 8.11 Indemnification: NSC shall indemnify, hold harmless and defend its Directors, Employees, and Officers against any liability or other expense arising in connection with their service to the corporation, to the extent afforded by the Official Code of Tennessee Annotated, as currently in effect and as hereafter amended.

Section 8.12 Child Protection Policy: Northside Church is a Safe Sanctuary Congregation for the prevention of child abuse. All individuals who work with children, youth, and vulnerable adults at Northside are trained on our Safe Sanctuary Policy. The goal of this policy is to make sure that we do everything possible to make Northside and all of its ministries a safe place for children and youth.