

Emmaus Road Church

BYLAWS

Adopted May 31, 2016

1. GENERAL

1.1. Incorporation of Local Church

Emmaus Road Church (the “Church”) is an ecclesiastical body established by Jesus Christ in **State of South Dakota** to preach the gospel, disciple the nations, and establish a community of Christian believers and disciples of Jesus Christ who practically live out the gospel.

1.2. Autonomy of Local Church and Collaboration with Other Churches

Emmaus Road Church is autonomous and maintains the right to govern its own affairs and own its own property and other assets. Recognizing, however, the benefits of collaboration with other churches, **Emmaus Road Church** participates in an association of churches called Sovereign Grace Churches, Inc., a Maryland nonstock corporation whose primary place of business is in Louisville, Kentucky, in accordance with *The Book of Church Order for the Sovereign Grace Churches* (hereafter called *The Book of Church Order*)¹ and the *Sovereign Grace Partnership Agreement* (hereafter called the *Partnership Agreement*). As stipulated in said agreement, this association involves no legal transfer to, or sharing of properties with Sovereign Grace Churches, but is a collaboration that advances a shared mission and facilitates interdependent church fellowship.

1.2.1. Voluntary Partnership

Emmaus Road Church voluntarily partners with other local churches that are represented by the same Regional Assembly of Elders (the “Regional Assembly”), as further described in the *Partnership Agreement*. These Bylaws are subject to the authority and precedent of *The Book of Church Order*, and they shall consist of the standards of doctrine, governance, discipline, and worship employed by this and other partnering churches in the Regional Assembly. All references to *The Book of Church Order* herein shall be deemed to include any subsequent current amendments or restatements. **Emmaus Road Church's** participation in the Regional Assembly of Elders as defined by *The Book of Church Order* (including its Regional Judicial Committee) and the Sovereign Grace Court of Appeal is strictly voluntary and does not confer or transfer any of the Corporation’s legal rights, privileges, assets, and liabilities to any of these distinct ecclesiastical bodies or any of their related or affiliated entities.

¹ Documents such as *The Book of Church Order*, the *Partnership Agreement*, and related resources are available at <http://www.sovereigngraceministries.org/about-us/our-polity.aspx>. Churches can choose to include *The Book of Church Order* and other documents as appendices if they so desire.

1.2.2. Responsibilities of Partnership

Responsibilities of and to Sovereign Grace Churches shall be such as are summarized in the *Partnership Agreement* signed by all Sovereign Grace churches as found in the **Emmaus Road Church Policy Manual**² and *The Book of Church Order*.

1.2.3. Withdrawal from Partnership

Should the Council of Elders determine that for reasons of conscience the Church must withdraw from the Sovereign Grace Churches association, it shall do so in full compliance with guidelines stipulated in *The Book of Church Order*, as agreed upon by the Church's Council in accordance with the *Partnership Agreement*.

2. STATEMENT OF FAITH

2.1. Statements of Faith, Biblical Morality, and Godly Conduct

2.1.1. Statement of Faith

The Statement of Faith affirms the Church's commitment to sound biblical doctrine and to the core beliefs to which it is committed. Christianity involves essential truths which are taught in Sacred Scripture, and are meant to embody our faith and guide our practice. These truths—which reveal the nature, character, work and promises of God in the gospel—form the foundation of our faith and the center of our fellowship.

The *Statement of Faith* of this Corporation is as follows:

2.1.1.1. The Scriptures

We accept the Bible, including the 39 books of the Old Testament and the 27 books of the New Testament, as the written Word of God. The Bible is the only essential and infallible record of God's self-disclosure. It leads us to salvation through faith in Jesus Christ. Being given by God, the scriptures are both fully and verbally inspired by God. Therefore, as originally given, the Bible is free of error in all it teaches. Each book is to be interpreted according to its context and purpose and in reverent obedience to the Lord who speaks through it in living power.

All believers are exhorted to study the Scriptures and diligently apply them to their lives. The Scriptures are the authoritative and normative rule and guide of all Christian life, practice, and doctrine. They are totally sufficient and must not be added to, superseded, or changed by later tradition, extra-biblical revelation, or worldly wisdom. Every doctrinal formulation, whether of creed, confession, or theology, must be put to the test of the full counsel of God in Holy Scripture.³

² Each local church should have a policy manual.

³ 2 Tim. 3:14-17; 2 Peter 1:19-21; Matt. 5:17, 18; John 10:34, 35; 1 Cor. 14:37; Ps. 1:2; 19:7-11; Acts 17:11; James 1:18-25; 2 Tim. 2:15; 2 Peter 3:14-17; Gal. 1:8, 9. Appropriate scripture references have been added as footnotes to the end of each section to provide scriptural reference support for the statement above.

2.1.1.2. **God is Triune**

There is one God: infinite, eternal, almighty, and perfect in holiness, truth, and love. In the unity of the godhead there are three persons: Father, Son, and Holy Spirit; co-existent, co-equal, co-eternal. The Father is not the Son and the Son is not the Holy Spirit, yet each is truly Deity. One God and Father, Son, and Holy Spirit is the foundation of Christian faith and life.⁴

2.1.1.3. **God the Father**

God the Father is the Creator of heaven and earth. By his word and for his glory, he freely and supernaturally created the world out of nothing. Through the same Word he daily sustains all his creatures. He rules over all and is the only Sovereign. His plans and purposes cannot thwarted.

He is faithful to every promise, works all things together for good to those who love him, and in his unfathomable grace he gave His Son Jesus Christ for mankind's redemption. He made man for fellowship with himself, and intended that all creation should live to the praise of his glory.⁵

2.1.1.4. **Jesus Christ**

Jesus Christ, the only begotten Son of God, was⁶ the eternal Word made flesh, supernaturally conceived by the Holy Spirit, born of the Virgin Mary. He was perfect in nature⁷, teaching, and obedience. He is fully God and fully man. He was always with God and is God. Through him all things came into being and were created. He was before all things and in him all things hold together by the power of his word. He is the image of the invisible God, the first-born of all creation, and in him dwells the fullness of the godhead bodily. He is the only Savior for the sins of the world, having shed his blood and died a vicarious death on Calvary's cross.

By his death in our place, he revealed the divine love and upheld divine justice, removing our guilt and reconciling us to God. Having redeemed us from sin, the third day he rose bodily from the grave, victorious over death and the powers of darkness, and for a period of forty days appeared to over five hundred witnesses, performing many convincing proofs of his resurrection. He ascended into heaven where, at God's right

⁴ Deut. 6:4; 1 Cor. 8:4-6; 1 Tim. 1:17; 6:15, 16; Daniel 4:34, 35; Isa. 44:6, 8; 45:5, 21; Matt. 28:19; 1 Cor. 12:4-6; 2 Cor. 13:14; Eph. 4:4-6; John 1:1, 14; Acts 5:3, 4; Titus 1:13; Heb. 1:8-12

⁵ Gen. 1:1-31; Ps. 104:1-35; Heb. 11:3; Isa. 40:26; Daniel 4:34, 35; Ps. 115:3; Eph. 1:11; Rom. 4:20, 21; Titus 1:2; Heb. 6:17, 18; 10:23; 2 Cor. 1:20-22; 2 Peter 1:3, 4; Rom. 8:28; James 1:17; Gen. 2:8; 1 John 1:2, 3; John 17:3; Rev. 4:10, 11; Isa. 43:7

⁶ The Sovereign Grace Theology committee is currently looking to make changes to this section of the statement of faith. They are considering replacing the word "is" with the word "was" in the SGC statement of faith.

⁷ The Sovereign Grace Theology committee is currently looking to make changes to this section of the statement of faith. They are considering replacing the word "nature" in the SGC statement of faith with the word "natures."

hand, he intercedes for His people and rules as Lord over all. He is the Head of His body, the Church, and should be adored, loved, served, and obeyed by all.⁸

2.1.1.5. **The Holy Spirit**

The Holy Spirit, the Lord and Giver of life, convicts the world of sin, righteousness, and judgment. Through the proclamation of the gospel, he persuades men to repent of their sins and confess Jesus as Lord. By the same Spirit a person is led to trust in divine mercy. The Holy Spirit unites believers to Jesus Christ in faith, brings about the new birth, and dwells within the regenerate.

The Holy Spirit has come to glorify the Son who in turn came to glorify the Father. He will lead the Church into a right understanding and rich application of the truth of God's Word. He is to be respected, honored, and worshiped as God the third person of the Trinity.⁹

2.1.1.6. **Man**

God made man—male and female—in his own image, as the crown of creation, that man might have fellowship with him. Tempted by Satan, man rebelled against God. Being estranged from his Maker, yet responsible to him, he became subject to divine wrath, inwardly depraved and, apart from a special work of grace, utterly incapable of returning to God.

This depravity is radical and pervasive. It extends to his mind, will and affections. Unregenerate man lives under the dominion of sin and Satan. He is at enmity with God, hostile toward God, and hateful of God. Fallen, sinful people, whatever their character or attainments, are lost and without hope apart from salvation in Christ.¹⁰

2.1.1.7. **The Gospel**

Jesus Christ is the Gospel. The Good News is revealed in his birth, life, death, resurrection, and ascension. Christ's crucifixion is the heart of the Gospel; his resurrection is the power of the Gospel; and his ascension is the glory of the Gospel. Christ's death is a substitutionary and propitiatory sacrifice to God for our sins. It satisfies the demands of God's holy justice and appeases His holy wrath. It also demonstrates his mysterious love and reveals His amazing grace.

⁸ John 1:1, 2, 14-18; Matt. 1:20; Luke 1:34, 35; Heb. 1:2, 3, 8-12; 4:15; 7:26; Col. 1:15-19; 2:9; 1 John 2:2; 4:14; John 3:16; Isa. 53:3-6; Matt. 20:28; 1 Peter 4:18; Rom. 3:23-26; Heb. 7:26, 27; 10:5-12; Matt. 28:1-6; Mark 16:1-8; Luke 24:1-12; John 20:1-29; Acts 1:3, 8-11; 2 Tim. 2:8; 1 Cor. 15:1-11; Heb. 2:14, 15; Rev. 1:17, 18; Rom. 5:6-11; Rom. 8:34; Heb. 7:23-25; Eph. 1:19-23; Col. 1:15-20; Rev. 5:1-14; 1 Cor. 1:22; John 14:21, 23, 24.

⁹ Gen. 1:2; Rom. 1:3; 8:2, 6; John 16:7-11; 1 Cor. 2:8-13; 12:3; Eph. 3:16-19; John 3:5-8; Titus 3:5; 1 Peter 1:2; John 16:13-15; 14:17, 25, 26; Acts 5:3, 4; 2 Cor. 13:14; Matt. 28:19; Gal. 5:16-25; Eph. 1:13, 14.

¹⁰ Gen. 1:26, 27; 9:6; James 3:9; Ps. 8:3-8; Gen. 2:8; 3:1-13; Rom. 5:12-14; Gen. 3:23, 24; Rom. 5:6-14; 1 Cor. 15:22; Gen. 6:5; Ps. 51:5; 58:3; Isa. 53:6; John 3:3, 19, 20; 8:34; 2 Peter 2:12, 18, 19; 1 Cor. 2:14; Phil. 3:18, 19; Rom. 3:9-18; 8:7; Eph. 2:1-3, 12; 4:17-19; Isa. 64:6.

Jesus Christ is the only mediator between God and man. There is no other name by which men must be saved. At the heart of all sound doctrine is the cross of Jesus Christ and the infinite privilege that redeemed sinners have of glorifying God because of what he has accomplished.¹¹

2.1.1.8. Man's Response to the Gospel

Man's response to the gospel is rooted and grounded in the free and unconditional election of God for his own pleasure and glory. It is also true that the message of the gospel is only effectual to those who genuinely repent of their sins, and by God's grace, put saving faith in Christ. This gospel of grace is to be sincerely preached to all men in all nations.

Biblical repentance is characterized by a changed life, and saving faith is evidenced by kingdom service or works. While neither repentance nor works save, unless a person is willing to deny himself, pick up his cross, and follow Christ, he cannot become his disciple.¹²

2.1.1.9. Man's Inheritance through the Gospel

Salvation, the free gift of God, is provided by grace alone, through faith alone, because of Christ alone, for the glory of God alone. Anyone turning from sin in repentance and looking to Christ and his substitutionary death receives the gift of eternal life and is declared righteous by God as a free gift. The righteousness of Christ is imputed to him.

He is justified and fully accepted by God. Through Christ's atonement for sin an individual is reconciled to God as Father and becomes his child. The believer is forgiven the debt of his sin and, via the miracle of regeneration, liberated from the law of sin and death into the freedom of God's Spirit.¹³

2.1.1.10. Sanctification

The Holy Spirit is the active agent in our sanctification and seeks to produce his fruit in us as our minds are renewed and we are conformed to the image of Christ. Though indwelling sin remains a reality, as we are led by the Spirit, we grow in the knowledge of the Lord, freely keeping his commandments and endeavoring to so live in the world that all people may see our good works and glorify our Father who is in heaven.

¹¹ Luke 2:10, 11; 2 Cor. 4:3-6; 1 Cor. 2:2; 15:1-4; Acts 8:32-35; John 20:30 cf. 17:2, 3; 1 Tim. 1:15; 2:16; Luke 24:45-47; Rom. 1:1-4; 3:21-26; 5:15-21; 6:1-4; Acts 1:6-11; 1 John 2:2; 3:9, 10; Phil. 2:5-11; John 14:6; Acts 4:12; 1 Tim. 2:5, 6, 10; Eph. 1:3-14.

¹² Eph. 1:3-6; Rom. 8:28-30; 9:10-24; 2 Thess. 2:13, 14; 1 Cor. 1:26-29; Luke 24:46, 47; Acts 2:38; 3:19; 5:31; 16:31; 20:20, 21; 26:17, 18; Rom. 3:26-28; 4:4-8; 5:1; Eph. 2:8-10; Matt. 28:18-20; Acts 1:8; Gal. 5:6; James 2:14-26; Luke 9:23-29.

¹³ Eph. 2:8, 9; Rom. 3:27, 28; Titus 3:4, 5; Gal. 3:10-14; John 3:13-18; Rom. 4:4; 5:10, 11, 18-21; 6:23; 8:3, 4; 2 Cor. 5:20, 21; Phil. 3:8, 9; 1 Cor. 1:30; Eph. 1:5-7; Gal. 4:4-7; Rom. 8:1-8, 14-17; 1 John 1:9; Heb. 9:14; 10:12-18; Col. 2:13, 14; John 3:3-8; Titus 3:5.

All believers are exhorted to persevere in the faith knowing they will have to give an account to God for their every thought, word and deed. The spiritual disciplines, especially Bible study, prayer, worship and confession, are a vital means of grace in this regard. Nevertheless, the believer's ultimate confidence to persevere is based in the sure promise of God to preserve his people until the end which is most certain.¹⁴

2.1.1.11. Empowered by the Holy Spirit

In addition to effecting regeneration and sanctification, the Holy Spirit also empowers believers for Christian witness and service. While all genuine believers are indwelt by the Holy Spirit at conversion, the New Testament indicates the importance of an ongoing, empowering work of the Spirit subsequent to conversion as well. Being indwelt by the Spirit and being filled with the Spirit are theologically distinct experiences. The Holy Spirit desires to fill each believer continually with increased power for Christian life and witness, and believers should seek this filling as a regular and recognizable blessing for the Christian life.

The Holy Spirit also imparts his supernatural gifts for the edification of the Body and for various works of ministry in the world. All the gifts of the Holy Spirit at work in the church of the first century are available today, are vital for the mission of the church and are to be earnestly desired and practiced.¹⁵

2.1.1.12. The Church

God by his Word and Spirit creates the Church, calling sinful men out of the whole human race into the fellowship of Christ's Body. By the same Word and Spirit, he guides and preserves that new, redeemed humanity. The Church is not a religious institution or denomination. Rather, the Church universal is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The Church exists to worship and glorify God as Father, Son, and Holy Spirit. It also exists to serve him by faithfully doing his will in the earth. This involves a commitment to see the gospel preached and churches planted in all the world for a testimony. The ultimate mission of the Church is the making of disciples through the preaching of the gospel. When God transforms human nature, this then becomes the chief means of society's transformation. Upon conversion, newly redeemed men and women are added to a local church in which they devote themselves to teaching, fellowship, and the Lord's Supper and prayer.

All members of the Church universal are to be a vital and committed part of a local church. In this context they are called to walk out the New Covenant as the people of

¹⁴ Rom. 6:1-14; 8:1-16; Gal. 5:16-25; 1 Peter 1:2; Rom. 12:1, 2; Eph. 4:20-24; Col. 3:1, 2; Rom. 8:29; Eph. 5:1, 2, 18; 2 Peter 1:3-11; 3:18; 1 John 5:3; Phil. 2:14, 15; Matt. 5:16; 1 Peter 2:11, 12; Titus 2:1-14; Matt. 24:13; Heb.2:1; 4:11; Rom. 5:3; James 1:12; 5:10, 11; Luke 8:15; Acts 14:22; 2 Tim. 3:10-15; Phil. 3:12-16; Matt. 12:33-37; 1 Cor. 3:12-15; 4:1-5; 2 Cor. 5:10; Heb.4:12, 13; Acts 17:11; Ps. 1; 19; Col. 3:16; Luke 18:1-8; 1 Thess. 5:17; Eph. 6:18; Matt. 6:9-13; Acts 2:46, 47; Eph. 5:18-20; Col. 3:16, 17; James 5:15, 16; Jude 1:1, 20-24; John 10:27-29; Jer. 32:38-41; 1 Peter 5:10, 11; Heb.13:20, 21; Phil. 2:12, 13; 1 Thess. 5:23, 24.

¹⁵ Rom. 8:9; 1 Cor. 12:13; Acts 2:1-14, 38, 39; 4:8, 29-31; 6:3; 9:17; 13:9; 1 Cor. 12:1-31; Eph. 5:18-20; 1 Thess. 5:19-21; Gal. 3:4; Eph. 4:3-13; Rom. 12:3-8; 1 Peter 4:10, 11.

God and demonstrate the reality of the kingdom of God. The ascended Christ has given gift ministries to the church (including apostles, prophets, evangelists, pastors and teachers) for the equipping of Christ's body that it might mature and grow. Through the gift ministries, all members of the Church are to be nurtured and equipped for the work of ministry. Women play a vital role in the life of the church but in keeping with God's created design, they are not permitted "to teach or to have authority over a man" (1 Tim. 2:11). Leadership in the church is male. In the context of the local church, God's people receive pastoral care and leadership and the opportunity to employ their God-given gifts in his service in relation to one another and to the world.¹⁶

2.1.1.13. Water Baptism

Water baptism is only intended for the individual who has received the saving benefits of Christ's atoning work and become his disciple. Therefore, in obedience to Christ's command and as a testimony to God, the Church, oneself and the world, a believer should be immersed in water in the name of the Father, Son and Holy Spirit.

Water baptism is a visual demonstration of a person's union with Christ in the likeness of his death and resurrection. It signifies that his former way of life has been put to death and vividly depicts a person's release from the mastery of sin.¹⁷

2.1.1.14. The Lord's Supper

As with water baptism, the Lord's Supper is to be observed only by those who have become genuine followers of Christ. This ordinance symbolizes the breaking of Christ's body and the shedding of his blood on our behalf, and is to be observed repeatedly throughout the Christian life as a sign of continued participation in the atoning benefits of Christ's death.

As we partake of the Lord's Supper with an attitude of faith and self-examination, we remember and proclaim the death of Christ, receive spiritual nourishment for our souls, and signify our unity with other members of Christ's body.¹⁸

2.1.1.15. The Consummation

The consummation of all things includes the visible, personal, and glorious return of Jesus Christ, the resurrection of the dead and the translation of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth. In the Consummation, Satan with his hosts and all those outside Christ are finally separated from the presence of God, enduring eternal punishment, but the righteous, in glorious bodies, shall live and reign with Him forever.

¹⁶ Matt. 16:18; 28:19, 20; Acts 2:40-47; 13:1-3; 14:27; 15:41; 1 Cor. 1:2; Gal. 1:2; Col. 4:16; 1 Thess. 1:1; 1 Cor. 12:12; Eph. 4:8-13; 2 Tim. 2:2; 4:5; Heb.3:12, 13; 10:23-25; 1 Cor. 14:31-35; 1 Tim. 2:8; Acts 20:28-31; 1 Peter 5:1-5; Heb.13:7, 17; 1 Thess. 5:12-14; 1 Peter 4:10, 11; Rom. 12:3-13.

¹⁷ Matt. 28:19, 20; Acts 2:38, 41; 8:35-38; 9:16-18; 10:44-48; 22:16; Rom. 6:1-4.

¹⁸ Matt. 26:26-29; Mark 14:22-25; Luke 22:14-20; Acts 2:42; 1 Cor. 10:16, 17; 11:17-34.

Married to Christ as his Bride, the Church will be in the presence of God forever, serving him and giving him unending praise and glory. Then shall the eager expectation of creation be fulfilled and the whole earth shall proclaim the glory of God who makes all things new.¹⁹

2.1.2. Statement of Biblical Morality

The *Statement of Biblical Morality* is an affirmative expression of this Church's core biblical beliefs and values as well as its response to the changing legal and moral context in which it exists. It is a conscious application of the divine imperative that the Church "*not be conformed to this world but be transformed by the renewing of our mind*" (Romans 12:1, 2). In an age in which specific biblical practices are being increasingly threatened by a rapidly deteriorating moral climate and assailed by an aggressively secular agenda, it is essential that the Church respond with clear conviction and steady voice. The Bible stands as our guide for faith and practice, not the changing values of the culture. To that end we affirm the following.

2.1.2.1. Church Discipline

The Scriptures call every Christian to a life of holiness, forbidding believers from habitual conformity to the sinful desires of the flesh or the ungodly patterns and behaviors of the world. Since sin clings so easily to the believer, Jesus, as Lord of the Church, has established means of accountability (commonly known as *church discipline*) within the local church, to guard the Christian from falling into impenitent habitual sins. Such church discipline, which ranges from private admonition to public rebuke and/or removal from membership in the Church, is to be motivated by a shared desire for holy lives, a loving desire to lead others to repentance and restoration, and a zeal for the glory of Jesus Christ, our Lord.²⁰

For the Church to remain under God's blessing and fulfill God's intentions, at times it may become necessary, formally and corporately, to confront sin or false doctrine in a Church member, including one who is serving as a Church elder.²¹ The Church shall follow the rules prescribed in *The Book of Church Order* for the adjudication of matters giving rise to possible church discipline and the administration of church discipline involving Church members, and the adjudication of charges against and the possible discipline of Church elders. The Church shall submit to the decisions of each ecclesiastical body that *The Book of Church Order* prescribes as having jurisdiction over the disciplinary matter at each stage of its adjudication. Unless the Council determines that it otherwise serves the best interest of the Church, any individual serving as a director

¹⁹ Matt. 24:29-31; John 5:28, 29; 14:1-3; Acts 1:11; Rom. 8:18-25; 13:11, 12; 1 Cor. 15:20-58; 2 Cor. 4:16-5:10; Phil. 3:20, 21; 1 Thess. 4:13-5:11; 2 Thess. 1:5-12; 5:23; Titus 2:13; 1 Peter 1:3-9; 2 Peter 3:8-13; 1 John 3:2, 3; Jude 1:24, 25; Eph. 5:25-27; Rev. 1:7; 5:9, 10; 20-22.

²⁰ 1 Peter 2:11, 12; 4:1-3; Rom. 12:1, 2; Heb. 12:1; Matt. 18:15-19; Rom. 16:17, 18; Gal. 6:1; 1 Cor. 5:1-13; 2 Cor. 12:20-13:10; 2 Thess. 3:6-12; 1 Tim. 5:19-22; Titus 3:10, 11; James 5:19, 20; 2 John 1:8-11; Rev. 2:20.

²¹ Scriptural instruction and precedent for this practice appear in Matt. 18:15-17; 1 Cor. 5; Gal. 6:1-2; Acts 20:28ff; Gal. 2:11-14; 1 Tim. 5:20; Titus 3:10-11; Rom. 16:17; 2 Cor. 2:5-11.

and/or officer of the Corporation who is the subject of any church disciplinary proceeding shall be required to take a leave of absence from active service. After the disciplinary process has concluded, the Council shall exercise discretion over whether it is appropriate for the individual to return to active service, to continue his leave of absence for a prescribed period of time, or to resign or be removed from his position.

2.1.2.2. **Sexuality and Marriage**

A Biblical view of manhood and womanhood and an appreciation for and commitment to marriage and the family are values rooted in the Sacred Scriptures. The holy institution of marriage is to be between one man and one woman for life, as established in God's creation of man and woman in His image and in the relationship between Christ and His Church.

While men and women are equal before God as sharers of his image in creation and partakers of his grace in Christ, we believe that specific gender roles in marriage are God's normative law for the family. We believe in the servant-leadership role of men in both home and church, and in the complementary function of women in contributing their abilities to supply the inadequacies and support the leadership of those men. We reject men's attitudes of abuse, neglect, and passivity, while simultaneously grieving women's attitudes of disrespect, liberation and superiority as being counter to Scripture, nature, and the well-being of all.²²

Furthermore, sexual chastity before, and lifelong fidelity in a heterosexual marriage embody an abiding divine law which is to guide the faith and life of every Christian and the teachings of this church. Sexual chastity includes abstinence from pre-marital sex, pornography, adultery, and homosexuality; indeed any sexual activity outside of a one-man-and-one-woman covenanted marriage relationship. In light of current cultural erosion of sexual morality, it is essential that the church stand firm on the Bible's teachings about sexual identity and purity. **Emmaus Road Church** and its elders may not endorse gender changes, nor approve or officiate same sex marriages or unions.

While sexual sin is uniquely serious before God, no sexual sin is beyond God's power to redeem and restore. We affirm the love of God for all who are guilty of sexual sin in any of its forms, and offer the gospel and grace of God to all who will repent of such sins and turn in faith to Christ for their forgiveness and deliverance.²³

2.1.2.3. **Divorce**

It is God's intention that the covenant of marriage be a joyful union that endures for life. Those whom God has joined together must cleave as one flesh in faithful love, and are not to be torn apart. Divorce is prohibited by God except when sexual infidelity and/or abandonment occur. While permissible in such cases, divorce is not required, and should

²² The position of this church is consistent with that articulated in *The Danvers Statement on Biblical Manhood and Womanhood*, by The Council on Biblical Manhood and Womanhood, www.cbmw.org

²³ Gen. 1:26-28; 2:18-25; 1 Cor. 11:2, 3; Eph. 5:22-33; Col. 3:18, 19; 1 Peter 3:1-7; 1 Tim. 2:9-15; Matt. 5:31, 32; 19:1-9; 1 Cor. 7:10-16; 14:34, 35; Mal. 2:14-16; Rom. 1:24-27; 1 Cor. 6:9-20; Gal. 5:19-21; 1 Cor. 5:1-13.

be avoided whenever possible. In all cases of marital crisis repentance and reconciliation should be the first recourse, although all reasonable steps should be taken to protect spouses from physical and/or severe mental abuse.

In addition, we believe that remarriage by those who are unbiblically divorced is strictly forbidden by Christ Jesus our Lord, and is not to be condoned by his church. The remarriage of divorced believers must be approved by the Church's Council of Elders if they determine that there is divorce for biblical cause as defined above and that reconciliation of the previous marriage has been considered in a meaningful way.²⁴

2.1.2.4. The Sanctity of Life

The Scriptures teach that human life, which is made in the image of God, begins at conception. This infuses sanctity into all human life from conception to natural death, or death brought about justly at the hands of a civil magistrate for capital crimes. This sacredness must afford to the unborn and to the infirmed of any age all the rights and protections granted to all other human beings. It is the duty of every Christian to speak for and defend such rights in every way he or she is able.

As a means of protecting the sanctity of innocent human life, Scripture allows for capital punishment (1) administered by the civil magistrate (2) through a just process under strict guidelines (3) for those found guilty of capital crimes. Consistent with the value of human life, which is made in God's image, all people, including those guilty of capital crimes, should be treated with dignity.²⁵

2.1.2.5. Parental Discipline of Children

Children are a gift from God to be cherished and enjoyed with all affection and love. It is every parent's duty to delight in his or her children and to create a home of tender affection and love. The Holy Scriptures further mandate that parents train up their children to become responsible, mature, relationally-skilled, and faith-embracing men and women. To this end the Bible commands parents to love, nourish, teach, train, and discipline their children.

While the Scriptures teach the corporeal discipline of children, such discipline must be applied with great caution and tender care. Remembering that every child is made in the image of God, he or she must always be treated with respect and dignity. This precludes every form of wrathful, harmful, or injurious physical discipline, and requires that parents be loving, humble, cautious, and measured in the exercise of any corporeal training.

The Church deplores child abuse in any and all its forms, and shall make every reasonable effort to ensure that its parents understand and practice parental discipline

²⁴ Gen. 2:18-25; Prov. 5:15-20; Mal. 2:14-16; Matt. 5:27-32; 19:1-9; 1 Cor. 7:10-16; Eph. 5:22-33.

²⁵ Ps. 139:13-16; 51:5; Luke 1:41-44; Gen. 1:27; 9:6; Prov. 24:11, 12; 31:8, 9; Ps. 72:1-4; James 1:27; Gen. 9:6; Deut. 17:6, 7; 19:15-20; Leviticus 19:15; Rom. 13:1-4; Gen. 1:27.

with all due regard for the safety, well-being and joy of every child. To do harm to a child is to incur the special displeasure of God.²⁶

2.2. Religious Practices of Corporation

To be consistent with the Church's religious mission, the Corporation shall not:

2.2.1. Establish any public or private policies or positions that conflict with the Statement of Faith.

2.2.2. Elect or appoint or retain any Council member who has not subscribed to and maintained agreement with the Statement of Faith. Any elder who drifts from agreement with the statement of faith is bound to alert the Council to his disagreement.

2.2.3. Hire or retain any employee whom the Council has determined has not subscribed to the Statement of Faith or acted in a manner consistent with the Statement of Faith or the religious mission of the Corporation unless, the Council determines that he or she has fully and properly repented of such action.

3. OFFICES

3.1. Registered Office and Agent.

The Corporation shall continuously maintain a registered office and registered agent within the **State of South Dakota**.

3.2. Principal Office.

The principal office of the Corporation shall be located in Sioux Falls, SD at 207 W Carmel Ln, or such place as shall be determined by the Elder Council.

3.3. Additional Offices.

The Corporation may also have offices at such other places as the Elder Council may from time to time determine and the business of the Corporation may require.

4. ELDER COUNCIL

4.1. Elders as Directors

All authority in the Church is derived from Jesus Christ and is exercised on His behalf. The primary governance structure in this local church is its eldership. The elders serve as the Corporation's Board of Directors ("Elder Council"), which shall exercise all such powers of the Corporation and do all such lawful acts and things that are not prohibited by statute, the Articles of Incorporation, or by these Bylaws. While ordination to eldership and appointment to the Council are two separate appointments, all elders of a particular local church are to be appointed to the Council and therefore

²⁶ Ps. 127:3-5; 1 Thess. 2:7, 8; Matt. 19:13, 14; Eph. 6:1-4; Deut. 6:4-9; Ps. 78:2-10; Prov. 22:15; 23:13, 14; 29:15; Heb. 12:11; Matt. 18:2-5.

the terms elder and council member are interchangeable. *The Book of Church Order* addresses the number, term, qualifications, selection process, responsibilities, voting rights, removal, and resignation of elders, and is incorporated herein by reference as if fully set forth in this Section 4 of these Bylaws. The Church shall be responsible for the ordination of its elders in accordance with the standards maintained by its Regional Assembly and subject to the accountability generally described in Section 7 of these Bylaws, and more specifically described in Section 3 of *The Book of Church Order*.

4.2. Number

The Elder Council shall consist of not less than three (3) persons, as may be determined from time to time by resolution of the Elder Council.²⁷ If the Church has only one elder, the Corporation shall appoint as directors at least two other elders from one or more local churches represented in the same Regional Assembly in which the Church is a Partner. If the Church has only two elders, the Corporation shall appoint as director at least one other elder from a local church represented in the same Regional Assembly in which the Church is a Partner. Directors shall be appointed by the Elder Council for terms as determined by the Council or until their successors are appointed and qualify in their stead.

4.3. Appointment

The initial Elder Council shall be as set forth in the Articles of Incorporation. Subsequent appointments of directors of the Corporation may be made by a vote of a majority of those directors present at any regular meeting of the Elder Council, or at a special meeting convened for that purpose.²⁸

4.4. Vacancy

If the office of any director becomes vacant, the remaining directors, though less than a quorum, shall be authorized to select a successor who shall be appointed by the Elder Council of the Corporation to serve the unexpired term of the vacated directorship.

4.5. Powers

The government of the Church is vested in its elders, who shall provide oversight in the spiritual and temporal affairs of the Church, and shall appoint and confer authority upon an Elder Council to manage the Corporation. The Elder Council shall exercise all such powers of the Corporation and do all such lawful acts and things that are not prohibited by statute, the Articles of Incorporation, or by these Bylaws.

4.6. Committees

Committees of the Council may be appointed by resolution passed by a majority of the whole Council, or by delegation of the Senior Pastor when he is authorized by the Council so to do. Committees shall be composed of two or more members of the Council and shall have such powers

²⁷ See discussion regarding the Council of Directors in the Model Articles of Incorporation.

²⁸ This could be set at a super majority (*e.g.*, two-thirds, three-fourths) if so desired.

of the Council as may be expressly delegated to it by resolution of the Council of Elders, except with respect to:

4.6.1. The creation or filling of vacancies in the Elder Council.

4.6.2. The adoption, amendment or repeal of the Bylaws.

4.6.3. The amendment or repeal of any resolution of the Council that by its terms is amendable or repealable only by the Council.

4.6.4. Action on matters committed by the Bylaws or a resolution of the Council of Elders exclusively to another committee of the Council.

4.6.5. The Council may designate one or more elder(s) as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee²⁹. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another elder to act at the meeting in the place of any absent or disqualified member.

4.6.6. Each committee of the Council shall serve at the pleasure of the Council. The delegation of authority to any committee shall not operate to relieve the Council of Elders or any member of the Council from any responsibility imposed by law or Scripture. Rules governing procedures for meetings of any committee of the Council shall be established by the Council of Elders, or in the absence thereof, by the committee itself. All actions by any Council Committee shall be reported to the Council of Elders at the meeting next succeeding such action. The general functions of councils and committees are:

4.6.6.1. To bring considered recommendations to the Council concerning ministries.

4.6.6.2. To provide a wider base of counsel to the elders having the oversight of specific ministries.

4.6.6.3. To complete such duties and exercise such powers as are delegated to them by the Council.

4.6.6.4. All councils and committees shall exist for the period specified by the Council

4.7. Removal and Resignation

Any director who resigns or is removed as an elder in the Church (or another local church associated with Sovereign Grace Churches, if the Church has only one or two elders) shall automatically be removed as a director of the Corporation. A director otherwise may deliver a written notice of intent to resign to the Council chair, which shall be effective upon its acceptance by the Council. Any director may be removed from the Council with or without cause when, in the sole judgment and discretion of the Elder Council, it is determined by at least a two-thirds percent

²⁹ This statement is in keeping with section 5731 of the Pennsylvania Nonprofit Corporation Law for churches in PA. Churches should consult with legal counsel regarding the relevant statutes within their own jurisdictions.

majority of the Council at a meeting duly called for that purpose and at which a quorum is present that such director should no longer serve on the Council; provided, however, that a notice, including the names of the director(s) proposed to be removed, and the date, time and place of any meeting called to consider such removal shall be given in writing to each of the directors at least seven (7) days prior to the date of such meeting.

4.7.1. Any elder may be removed from the Council/eldership at any regular or special meeting of the Council if he is found to be physically or mentally incapacitated, or in the case of being found spiritually unqualified according to the procedural steps outlined in *The Book of Church Order* and the relevant policies of this Church (according to the Scriptures, including 1 Timothy 3:1-7 and Titus 1:5-9 as well as other texts describing mature Christian character; e.g.-Galatians 5:18-24; 1 Corinthians 13), after thorough corroborating investigation by the elders (or a duly appointed Committee of the Council, per Article VII, Section 18 of these Bylaws, at the sole discretion of the Council).

4.7.2. Should an elder confess to serious sin, and agrees to resign from his position, the regional Judicial Review Committee should be contacted to appoint a moderator of just cause to review the resignation agreement to confirm a trial is not necessary. Should the moderator determine the process and agreement are fair and freely agreed upon, the eldership will follow the same guidelines as outlined in 24.8.5 of *The Book of Church Order* for removal from office.

4.7.3. Removal of an elder from the Council may also occur for non-disciplinary reasons. Evaluation regarding the performance of a man in his office or the elimination of a role at the discretion of the Council may necessitate removal as well. In such instances great care should be exercised to decide such matters:

4.7.3.1. Only upon careful review and discussion.

4.7.3.2. By a super-majority of the Council.³⁰

4.7.3.3. With due consideration of the man's needs, family, and calling, as well as the church's needs. Pastoral care should be given to clarify to the congregation the reasons for the decision, so as to avoid any appearance of discipline that might reflect negatively upon the man or his reputation.

4.7.3.4. Removal of a man for non-disciplinary reasons does not revoke his ordination.

4.7.4. Whenever a man is removed from office for any reason, such actions should be taken with all care and gentleness, giving due regard to family, financial, and other considerations. In such cases the man removed shall be informed of the possibilities of future restoration; and if such restoration is deemed possible, the process involved.

The elders reserve the right to dismiss the Senior Pastor in accordance with *The Book of Church Order*. The Senior Pastor must give thirty (30) days' notice if he intends to resign.

³⁰ Each local church can adjust the percentage of the vote to carry out any action by the elders.

4.8. Accusations against an Elder

Full adjudication of the matter shall be completed in accord with procedures more fully outlined in Scripture, the Church's *Policy Manual*, and in *The Book of Church Order*.

4.9. Transactions with Interested Parties

A contract or other transaction between the Corporation and one or more of its directors, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity of which entity one or more directors, officers, elders, or trustees are also Interested Parties, or in which entity an Interested Party has a material financial interest, shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:³¹

4.9.1. The transaction was fair and reasonable as to the Corporation, or was reasonably determined to be in furtherance of its exempt purposes at the time the Corporation entered into the transaction.

4.9.2. Prior to consummating the transaction, or any part, the Elder Council authorized or approved the transaction, in good faith, by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors, and with full knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction, even though the disinterested directors are less than a quorum.

4.9.3. The Corporation entered into the transaction solely to advance its corporate purposes and not for the personal benefit of any other party or other entity. Prior to authorizing or approving the transaction, the disinterested members of the Elder Council, in good faith and with ordinary care, determined, after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Elder Council (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its directors or officers, as provided further in Section 10.6 of these Bylaws.

4.10. Conflicts of Interest Policy

It is the policy of the Corporation to avoid conflicts of interest and to provide for full disclosure of any and all material conflicting interests by Council members, officers, senior management, and employees. The Council should be equipped to gather all relevant facts and circumstances to determine in accordance with the guidelines of Section 4.9 above, whether or not any disclosed

³¹ This four-prong standard for approving conflict of interest transactions is more structured than most states require, so depending on state law, it is conceivable that it could be relaxed to provide that satisfying any one of the four prongs is sufficient. However, Sovereign Grace Churches has chosen for its Model Bylaws to include this more stringent standard.

potential conflict is benign and not in any way jeopardizing the religious mission, exempt function, or reputation of Christ's church, so that the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation. This policy will be implemented by appropriate practices and / or written procedures adopted by the Elder Council.

4.11. Fees and Compensation

Elders (as such) shall not receive any stated or fixed salary for their Council services. However, nothing herein contained shall be construed to preclude any elders from serving the Corporation in any other capacity and receiving compensation. Any person receiving compensation directly or indirectly from Emmaus Road Church shall not be in a position to determine the nature or amount of said compensation.

Elders of the Church shall receive remuneration for their labors in accordance with policies for compensation as prescribed in the church's *Policy Manual*.³² Fixed salaries may be determined through:

4.11.1. The extent and nature of the elder's work.

4.11.2. Any salary recommendations of our Sovereign Grace Churches family of churches.

4.11.3. The recommendations of a Finance Committee appointed by the Council of Elders, which committee shall consist of no less than three 3 persons; elder approval by a super-majority (two-thirds ³³) of the recommended salary bands; and a super-majority (two-thirds) approval by the Council of the Finance Committee's recommendations, with no elder permitted to vote on the nature and amount of his own compensation.

4.12. Royalties and Honoraria

Elders of the church shall establish a royalties and honoraria policy to be reflected in the Church *Policy Manual*.

4.13. Resignation, Termination, and Severance of Elders Employed by Church

The *Policy Manual* shall provide the Church's guidelines regarding the resignation, termination, and severance of elders who are employed by the Church.

5. MEETINGS OF THE ELDER COUNCIL

5.1. Notice

Regular, annual, and special meetings of the Elder Council may be held within or outside the **State of South Dakota** without formal notice at such time and place as shall from time

³² Each local church must set the specifics for their own policy and should have this recorded in its Policy Manual.

³³ Each local church may adjust recommended voting percentages.

to time be determined by the Council, except for meetings at which the Council shall consider the removal of a director, as noted in Section 4.7.³⁴

5.2. Waiver of Notice

Whenever any notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

5.3. Quorum

A majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Council at a meeting duly called for that purpose and at which a quorum is present shall be the act of the Elder Council, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.³⁵

5.4. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Elder Council or by a committee thereof may be taken without a meeting, by written action authorized³⁶ by all the directors. However, a written consent setting forth the action so taken and authorized and dated by all the members of the Council or of a committee, as the case may be, must be filed with the minutes of proceedings of the Council or the committee. The written action is effective when authorized and dated by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors must be notified promptly of its text and effective date.³⁷ Failure to provide the notice does not invalidate the written action, but a director who does not sign and date the written action is not liable for the action.

³⁴ An optional addition is as follows: “The Council shall hold an annual meeting for the purpose of electing the directors and officers, and all other business as may properly come before the Council. Special meetings of the Council may be called at any time by the Chairman (if any), the Senior Pastor, the Executive Pastor (if any), or any two directors.”

³⁵ An optional addition is as follows: “In the case of an equality of votes, the Senior Pastor shall have a second or deciding vote.” However, if such an addition is desired, it will be necessary to research the relevant law to determine whether such a second or deciding vote is legal. Although this practice is not uncommon, we prefer to avoid such double voting to preserve equal accountability to the plurality of leadership, and the principle of “one man, one vote.”

³⁶ This may not be permitted in all jurisdictions, but as written, it allows for the greater flexibility of a confirming email or an eSignature, rather than ink signatures from all. Please check your jurisdiction to determine parameters.

³⁷ Not all states will permit written action in lieu of a meeting with less than unanimity. Please check on whether such action is permissible under the law of your jurisdiction.

5.5. Participation by Alternate Means³⁸

Members of the Elder Council or of any committee designated thereby may participate in a meeting of such Council or committee by means of communications equipment by which all persons participating in the meeting can effectively interact with one another, if each individual entitled to participate in the meeting consents to the meeting being held by means of that system. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or other means of remote communications, the minutes recording any action taken at such meeting shall also note who participated in person and who participated by alternative communications.

6. OFFICERS³⁹

6.1. Number and Positions

The officers of the Corporation shall be elected by the Elder Council - the Senior Pastor⁴⁰ (who functions as President), Secretary, and Treasurer.⁴¹ The Council may also elect an Executive Pastor (who functions as Vice-President), one or more assistant secretaries and assistant Treasurers.⁴² Except as otherwise provided, the officers may, but need not be, Pastors of the Church. However, all officers must be members in good standing of the Church. The Council may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Council. In the event that the President is incapacitated, another regional elder could be appointed to serve in the transition.

³⁸ Some jurisdictions may not permit participation by conference telephone, while other jurisdictions will provide more latitude, including meetings conducted by email. Each church plant must determine the standard provided by its jurisdiction, and determine whether it wants meetings conducted by the broadest means permitted under law, or more limited means.

³⁹ It may also be helpful to distinguish between directors, officers of the Council, and officers of the corporation. In traditional corporate terminology, (1) directors (collectively as the Council of Directors) provide governance oversight, direction, stewardship of the vision and values, transactional authorization, and over all ensures adherence to the corporate purposes. Directors are typically volunteers who are not compensated for the service to the corporation. (2) The officers of the Council, like the Chairman, Secretary and Treasurer serve the housekeeping functions of the Council, and also typically are volunteers. (3) The officers of the corporation, on the other hand, such as the president (in this case the Senior Pastor), the chief financial officer, or executive pastor, or business manager, etc. provide day-to-day management, implement the plans and actions of the Council, report to the Council of Directors, and typically are full-time or part-time employed by the corporation. Often the president (or in this case the Senior Pastor) may actually wear all three hats. In some corporations, the chairman and/or vice-chairman of the Council may be considered "officers." To avoid confusion, a corporation may wish to distinguish between officers of the Council (e.g., chairman, vice-chairman, treasurer, secretary, etc.) and officers of the Corporation (e.g., president, vice-president, chief financial officer, chief operating officer, etc.). As will be evident in sections to follow, Sovereign Grace Churches maintains these basic distinctions, but these bylaws should be consulted for a specific understanding of each of these roles and their responsibilities in your particular Church.

⁴⁰ Among the alternate terms that may be used for this position are Lead Pastor and Lead Elder.

⁴¹ In this section, the model Bylaws suggests a set of mandatory officers (*i.e.*, officer positions that must be filled) and a set of permissive officer (*i.e.*, officer positions that may be filled at the discretion of the Council). Please be aware that

some state laws prescribe certain mandatory officer positions, so that a corporation formed in that state must appoint individuals to those positions. For example, California law requires a religious corporation to maintain the following positions: a chairman of the Council or a president or both, a secretary, and a chief financial officer.

⁴² Some jurisdictions may prohibit the same individual from serving in multiple positions (*e.g.*, President and Secretary).

6.2. Term of Office

The Elder Council shall elect officers of the Corporation, who shall serve at the pleasure of the Council. Any officer elected or appointed by the Elder Council may be removed at any time by the affirmative vote of a two-thirds majority of the Council at a meeting duly called for that purpose and at which a quorum is present, whenever, in their judgment, the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the Elder Council. In case of the absence or disability of an officer of the Corporation, or in any other case that the Elder Council may deem sufficient reason therefore, a majority of the Council at a meeting duly called for that purpose and at which a quorum is present, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Pastor, or any other person.

6.3. The Senior Pastor⁴³

To be appointed as the Senior Pastor, and to maintain that position, an individual must satisfy the criteria established for pastors, as set forth in Section 3 of *The Book of Church Order*. In the exercise of pastoral plurality within the Church there shall be a first among equals; one man among the many whose gifted influence exercises a greater leadership role than that of the others. He shall be called the Senior Pastor, and shall be responsible to lead the pastoral team in ministering the Word of God to the people of God. He shall be an equal among his fellow elders in the exercise of authority, but shall have a distinct role in that he serves as the leader of his fellow elders.⁴⁴

6.3.1. Corporate service - He shall serve as the President and Chief Executive Officer of the Corporation, and he shall have stewardship responsibility for advancing the vision and mission of the Corporation and managing or overseeing the business of the Corporation consistent with the authority delegated and the resolutions promulgated by the Council.

6.3.1.1. He shall see that orders and resolutions of the Council are carried into effect, sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Council to another officer or agent of the Corporation.

6.3.1.2. He shall make reports to the Elder Council, and shall have such other rights, duties, and powers as are authorized by the Elder Council from time to time.

6.3.1.3. This corporate role of the Senior Pastor shall always be secondary and subservient to his primary role as the spiritual leader of the local church to establish the Church's vision, mission, and priorities in accordance with the Bible, to lead the local

⁴³ In this section, the model Bylaws suggests a set of mandatory officers (*i.e.*, officer positions that must be filled) and a set of permissive officer (*i.e.*, officer positions that may be filled at the discretion of the Council). Please be aware that some state laws prescribe certain mandatory officer positions, so that a corporation formed in that state must appoint individuals to those positions. For example, California law requires a religious corporation to maintain the following positions: a chairman of the Council or a president or both, a secretary, and a chief financial officer.

⁴⁴ See *The Book of Church Order*, Section 7, for more on the role of Senior Pastor.

church to be a gospel-centered reflection of Christ's body, to extend the glory and kingdom of God in and through this local church.

6.3.2. Selection

It is the responsibility of the eldership of the Church to identify and commission each of its members to fulfill tasks and responsibilities as they see fit, including the Senior Pastorate. However, because of the visibility that a Senior Pastor has, and because of the unique and important role in which he serves with respect to the congregation, the Church should choose a Senior Pastor carefully and with conscientious attention to the observations, concerns, and input of the flock.

6.3.2.1. The selection process should include steps analogous to those for the selection of other elders, only with more nuanced attention to the unique gifting and role for which this man is being considered. These should include:

6.3.2.1.1. Eldership analysis and definition of the proposed Senior Pastor role—as the needs and circumstances of the church presently define it—and of each elder's gifts relative to that analysis.

6.3.2.1.2. Eldership choice (by a super-majority (three-quarters⁴⁵) vote of all Council members) of the man they will set before the congregation for the input of the flock.

6.3.2.1.3. Eldership presentation of the candidate to the congregation for their questions, concerns, and commendations, giving a minimum of six weeks for congregational input before the eldership's final decision on the matter.

6.3.2.1.4. Eldership final discussion and decision on the candidate, with a super-majority (three-quarters) vote deciding on the candidate.

6.3.2.1.5. Eldership public presentation and formal installation of the man into the office during a Sunday gathering.

6.3.3. Role of the Senior Pastor

The role of the Senior Pastor is outlined in *The Book of Church Order*, section 6. The precise nature of the role of the Senior Pastor in the Church may vary depending on the maturity of an eldership, the range of gifts on the team, the level of specialization on the team, and various other factors. Each local eldership should adjust the role of the Senior Pastor to match his local job description. Generally, the Senior Pastor of the Church shall be expected to:

- Provide doctrinal leadership through a prominent teaching role
- Develop the eldership into a cohesive leadership team
- Provide pastoral care for the eldership

⁴⁵ A three-quarters majority (75%) is only a recommendation. Each church can establish the percentage that it desires.

- Facilitate decision-making by serving as Chairman of the Council of local elders, or by ensuring that another elder is so tasked
- Identify and deploy spiritual gifts among the elders in consultation with the other elders
- Encourage efficiency
- Coordinate eldership training
- Act as the normal spokesman for the elders

6.3.4. Accusation and Dismissal

Charges made against the Senior Pastor shall be adjudicated in compliance with guidelines established by *The Book of Church Order*.

6.3.5. Duration of the Senior Pastor's Role

The Senior Pastor shall continue in his role until such a time either that he is disqualified from the role or is better suited for another role, or that another man is more strategically gifted for the role according to the careful and deliberate decision of the eldership. Periodic review of the Senior Pastor's role, gifting, labors, and character shall be made in accord with the standard review policies of the church.

6.4. The Executive Pastor

An Executive Pastor may be appointed by the elders if they deem the position useful. To be appointed as the Executive Pastor, and to maintain that position, an individual must satisfy the same criteria set forth for the Senior Pastor. If an Executive Pastor is appointed by the Council, he shall, in the absence of the Senior Pastor, perform the duties and exercise the powers of the Senior Pastor, or such of them as may be so delegated, and shall have such other rights, duties, and powers as are authorized by the Elder Council from time to time. He shall serve as Vice- President of the Corporation.

6.5. Vice President

A Vice President is not required, but he should be an elder if one is appointed.

6.6. The Secretary

6.6.1. The Secretary or an assistant Secretary shall attend all meetings of the Council and record all votes and the minutes of all proceedings in a book to be kept for that purpose.

6.6.2. He shall bear responsibility for maintaining records of and, when necessary, certifying proceedings of the Council.

6.6.3. He shall perform like duties for the standing committees when required.

6.6.4. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Elder Council.

6.6.5. He shall have such other rights, duties, and powers as are authorized by the Elder Council from time to time.

6.6.6. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Council, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an assistant Secretary.

6.7. Assistant Secretaries

The assistant Secretaries in the order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall have such other rights, duties, and powers as are authorized by the Elder Council from time to time.

6.8. The Treasurer

6.8.1. Except as the Elder Council may otherwise determine, the Treasurer shall deliver all funds and securities of the Corporation which may come into his hands to such bank or trust company as the directors shall designate as a depository, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.

6.8.2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Council, taking proper vouchers for such disbursements.

6.8.3. He shall render to the Senior Pastor and the Elder Council, at the regular meetings of the Council or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

6.8.4. He shall deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Council.

6.8.5. He shall endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Council, making proper vouchers for the deposit.

6.8.6. He shall, upon request, provide the Senior Pastor and the Council an account of the financial condition of the Corporation.

6.8.7. If required by the Elder Council, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Council for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Corporation.

6.8.8. The Treasurer shall also have such other rights, duties, and powers as are authorized by the Elder Council from time to time.

6.8.9. The Treasurer may delegate his responsibilities to other qualified members but retains overall responsibility for the discharge of the duties of his office.

6.9. Assistant Treasurers

The assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall have such other rights, duties, and powers as are authorized by the Elder Council from time to time.

7. ORDINATION, LICENSING, COMMISSIONING

7.1. Ordination

Ordination refers to the recognition by the Council of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Such ordination shall be conferred in accordance with procedures delineated in Article VI, Section 3 of these Bylaws, in the Church's *Policy Manual*, and in compliance with *The Book of Church Order*. Ordination within Sovereign Grace Churches shall be conferred for life, and is transferable within his region, as stated in *The Book of Church Order*, so long as the man continues to manifest the qualifications of the office.

7.2. Licensing

A license may be issued by the Council of Elders and may be given in recognition of a man's service in a ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the Church at the discretion of the elders.⁴⁶ Licenses will be evaluated—and issued or renewed—periodically at the discretion of the elders. Licenses are issued only to members of **Emmaus Road Church**.

7.3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person may be commissioned by the Council of Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.⁴⁷

7.4. Appeals of Decisions

As noted in *The Book of Church Order*, the Church's decisions on the disqualification or discipline of elders and Church members may be appealed to the Regional Judicial Committee, and decisions of the Regional Judicial Committee may be appealed to the Court of Appeals. The Corporation shall accept and/or recognize the decisions of the Regional Judicial Committee and the Court of Appeals according to the stipulations and qualifications of *The Book of Church Order* and the *Partnership Agreement*, to the extent that they may affect matters of corporate

⁴⁶ The United States Internal Revenue Service defines ministers as follows, "Ministers are individuals who are duly ordained, commissioned, or licensed by a religious body constituting a church or church denomination. Ministers have the authority to conduct religious worship, perform sacerdotal functions, and administer ordinances or sacraments according to the prescribed tenets and practices of that church or denomination. If a church or denomination ordains some ministers and licenses or commissions others, anyone licensed or commissioned must be able to perform substantially all the religious functions of an ordained minister to be treated as a minister for social security purposes" (IRS Pub. 517).

⁴⁷ For example, prison chaplains normally require a commissioning by a local church in support of their role.

governance (e.g., the fitness of an individual to serve as a director based on his qualification or disqualification as an elder).

8. ADVISORY GROUPS

The Elder Council may create one or more advisory groups, for such terms as deemed fit by the Elder Council. Such advisory groups shall have no vote or governance role, but shall serve the Elder Council in the specified advisory capacity. The members of such advisory groups must be active Church members.

9. CHURCH MEMBERS

9.1. Membership Universal and Local

As a concept distinct from corporate membership, which refers to the Elder Council, the Church follows the New Testament concept of church membership: that each person regenerated by the Holy Spirit and responding in repentance and faith toward Jesus Christ is a unique and indispensable part of the organism which is Christ's body and all such persons are members of the universal body of Christ (1 Cor. 1:2). Membership in this Body of Christ is the grounds for fellowship between Christians. However, the Bible identifies local churches as those Christians in a locality who by the leadership of God and common agreement join together under recognized local leadership and governance for the purpose of worship, instruction, mission, and fellowship.

9.2. Church Polity Regarding Members

The Book of Church Order addresses the qualifications, responsibilities, discipline process, and disqualification of members. The sections of *The Book of Church Order* applicable to Church members are incorporated herein by reference as if fully set forth in Section 9 of the Bylaws.

9.3. Participation in Church Decisions

To the extent deemed appropriate by the Council, Church members may participate in key Church decisions, including a formal and public affirmation of elders and deacons, approving the annual budget, providing comments on proposed changes in the Bylaws, implementing major changes in the Church's ministries, and receiving new Church members; provided, however, that such participation is not binding, does not nullify the authority of the elders and/or directors to govern the Church or Corporation, and does not contradict *The Book of Church Order*.

9.4. Church Discipline

The discipline of Church members is addressed in the Church's Statement of Biblical Morality in Section 2.1.2.1 of the Bylaws.

9.5. Resignation of Membership

A Church member may resign from his Church membership by submitting a written communication to one or more of the elders at any time, which shall be effective upon formal acceptance by the Chairman. However, if such resignation is an attempt to avoid the process of Church discipline, the Council will not accept the resignation until that process is completed to the satisfaction of the Council. Though generally such resignations by Church members not under discipline shall not be formally announced or published, such information is treated as public and available to any Church member or inquiring elder from another local church.

9.6. Removal from Roll

When a Church member resigns his Church membership or he is removed from Church membership due to unrepentant sin or doctrinal error, their name will be removed from the Church membership roll.

9.7. Confidentiality

Though every reasonable effort shall be made to protect confidential communications, especially those received in a pastoral counseling context, there will be times when to properly fulfill their spiritual and leadership responsibilities, the Church's elders may, as they deem necessary or appropriate, share confidential information with one another, Church members, civil authorities, or others they deem may be part of the solution or problem.⁴⁸ They may do this for the purpose of counsel or the purpose of protecting others from the effects of a Church member's sin, or to assist one another in providing spiritual care to the people of the Church.

9.8. Settlement of Disputes

In any dispute arising between church members and pastors or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute may be resolved by the Council of Elders (or a duly appointed Committee of the Council). In such cases, decisions shall be reached after prayerful consideration, in a spirit of humility, with each non-conflicted/non-accused elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Eph. 4:1-3). Any elder(s) accused shall recuse himself/themselves from the final decision made.

98.1. Disputes between members of the church which cannot be resolved privately may be adjudicated by due process under the oversight of the Council of Elders in obedience to biblical principles of conflict mediation, arbitration and reconciliation, and in compliance with procedures delineated in the Church's *Policy Manual*⁴⁹ and *The Book of Church Order*, and as presented in the membership application⁵⁰ signed by all who join the church.

⁴⁸ Please note that this will likely erode the attorney-client privilege.

⁴⁹ Each local church should develop procedures for settling disputes locally.

⁵⁰ Each local church should consider members of the congregation signing a document such as a membership application which designates that they understand the church policy on church discipline and settling disputes.

982. In such cases every attempt shall be made to resolve conflicts via these means, except in such matters as involve criminal implications. In such cases legal due process may be mandated by civil law and shall be deemed permissible by the elders, if not required. If no legal process is mandated, church members will be expected (unless, at the discretion of the Council, other recourse is judged permissible) to ask the church for mediation in all personal disputes including such matters as alleged breaches of contracts, sale of real or personal property, and/or loss of employment or employment discrimination.⁵¹

10. SEAL

The Corporation may have a seal in the form determined by the Elder Council. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.⁵²

11. FISCAL MATTERS

11.1 Deposits

The Elder Council shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

11.2 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other persons as the Elder Council may from time to time designate.

11.3 Fiscal Year

The Elder Council shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Council, the fiscal year shall commence on July 1 and shall terminate on June 30.

11.4 Designated Contributions

The Corporation may accept any designated contribution, grant, bequest or devise provided it is consistent with the Corporation's (1) mission and spiritual priorities as determined from time to time by the Council, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes, as set forth in the Articles and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Corporation shall reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use.

⁵¹ Questions for legal and/or insurance company counsel: (1) What about civil cases/lawsuits? (2) Does our Membership Profile statement pass legal muster? (3) Does a policy that expects this of church members affect our insurability?

⁵² The Corporation may order a corporate kit that includes an official seal for approximately \$50 (including tax, shipping, and handling).

11.5 Books and Records

The Corporation shall keep at its office correct and complete books and records of account, the complete copies of its Articles of Incorporation and Bylaws, the activities and transactions of the Corporation, minutes of the proceedings of the Elder Council and any committee of the Council, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of conversion into written form within a reasonable time.

11.6 Loans to Directors and Officers Prohibited⁵³

No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid. Nothing in this section shall bar any director or officer from receiving approved compensation in their employee capacities, or approved payments from the Corporation's benevolence fund in accordance with the policy and procedures governing such a fund, provided they do not participate in the decision to grant such benevolence.

11.7 Benevolence Fund

Consistent with Biblical teaching to share with those in need, the Corporation may establish a benevolence fund to meet material and financial needs of Church members and others. This fund shall be administered under a policy which sets forth the funds' purpose, procedures for administration, and objective criteria for selection of recipients for financial assistance.

11.8 Accounting and Fiduciary Guidelines

The directors and officers of the Corporation shall conduct their affairs with integrity in the sight of God and men, and shall to that end maintain prudent and responsible control and accountability over all funds they receive and ensure that all funds are dedicated to the Corporation's tax-exempt purposes. Toward that end, the directors and officers shall implement practices, procedures, and / or policies that position the Corporation to be a model of faithful stewardship and quality internal accounting controls and procedures. In the case where elders from the regional assembly serve as directors of the corporation, they may appoint a financial audit and budget review committee of non-ordained individuals to serve locally.

12. INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer,

⁵³ This is considered a "best practice" for nonprofit tax-exempt organizations, and may be required under the laws of the particular jurisdiction in which the Church is located. However, if this practice is not prohibited by law, a church may decide not to prohibit such a practice if it is necessary to serve the best interests of its mission; for example, if it is located in a geographic region where the cost of living is particularly high, it may consider a loan in order to facilitate the transition of a new pastor. If a church is interested in reserving such an option, it should consult with legal counsel to determine or confirm whether it is permitted by law and consider any tax and other legal consequences.

employee, or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to the fullest extent permitted by law.⁵⁴ The Corporation may purchase and maintain insurance to indemnify:

12.1 Itself for any obligation which it incurs as a result of the indemnification specified above; and

12.2 Its directors, officers, employees, and agents.

13. AMENDMENTS

These Bylaws may be amended, altered, or repealed by a majority⁵⁵ of the Elder Council in attendance at any regular meeting of the Council, or at any special meeting of the Council if notice of the proposed alteration or repeal is contained in the notice of such meeting or notice is properly waived as outlined in Section 5.2 of these Bylaws.

⁵⁴ Although this provision provides for permissive indemnification, some states require indemnification in specific circumstances. Depending on the requirements of state law, a corporation may also establish a more precise standard for indemnification, such as permitting indemnification if the director, officer, employee, or agent has acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, in a manner in which he had reasonable cause to believe was lawful.

⁵⁵ Some jurisdictions may require a higher proportion such as a majority of the entire Council (as opposed to only those in attendance) or a two-thirds majority, so please consult with legal counsel and/or check the applicable laws regarding amendment of Bylaws in a nonprofit corporation without members. Also, please note that a separate law may govern the amendment of the Articles of Incorporation.