

## **CONSTITUTION AND BYLAWS**

### **THORNAPPLE EVANGELICAL CHURCH OF GRAND RAPIDS, MICHIGAN**

#### **Preamble and Confession of Faith**

(An historical statement from the Preamble of the Constitution and Bylaws of the Evangelical Covenant Church as adopted by the Evangelical Covenant Church in 2002.)

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

This document, which is in harmony with the above preamble, is the Constitution and Bylaws of the Thornapple Evangelical Covenant Church of Grand Rapids, Michigan.

#### **Name**

1. The name of this church is "Thornapple Evangelical Covenant Church of Grand Rapids, Michigan." It also operates under the assumed name of "Thornapple Covenant Church". Throughout this document it is referenced as "Thornapple" or simply "church."

#### **Affiliation**

2. Thornapple is a member of the Evangelical Covenant Church ("ECC") within the ECC's Great Lakes Conference ("GLC"). It strives to work in harmony with the ECC and the GLC and to faithfully support the mission, ministries, and policies of each.

## Purpose

3. Thornapple's purpose is to cultivate a community of worship committed to prayer, preaching, and the study of the Word of God; to celebrate the sacraments; and to encourage fellowship across gender, ethnicity, race, age, culture, and status. Thornapple covenants to equip loving, giving, and growing Christians to reach out with the good news of Jesus Christ—evangelizing to the lost, ministering to those in need, and seeking justice for the oppressed. (See also Art. V, Articles of Incorporation).

## Governance

4. Governance of Thornapple is vested in its membership, which shall not be subject to the control of any other ecclesiastical body. The membership in turn delegates all its authority to the Council of Elders (also referred to throughout as simply "council") except for those matters requiring membership approval under the Michigan Nonprofit Corporation Act and these other matters:

- a. The election of elders, the treasurer, the financial secretary, and members of the nominating and audit committees;
- b. The call or dismissal of the lead pastor or an associate pastor;
- c. The authority to purchase, sell, transfer or encumber real property. (See also Section 14.2.);
- d. The approval of the annual budget;
- e. An affiliation or merger with another church or a church planting;
- f. The amendment of Thornapple's Articles of Incorporation or this Constitution and Bylaws;
- g. The dissolution of Thornapple; and
- h. The withdrawal of affiliation with the ECC or the affiliation with another denomination or ecclesiastical body.

The membership's delegation of authority to the Council of Elders under this Constitution and Bylaws does not prevent it from exercising the same authority at a membership meeting. For example, members may at a membership meeting remove an elder from office even though the council has the same authority under Section 9.4.

## Membership

**5.1. Qualification.** Membership in Thornapple offers an opportunity to join with other followers of Christ in building a community of worship committed to prayer, preaching, and the study of the Word of God; to the celebration of the sacraments; and to the development of fellowship across gender, ethnicity, race, age, culture, and status. Membership is granted to any adult: a) who through faith in God's Son, our Lord Jesus Christ, has been born anew to a living hope through the Holy Spirit; b) who has been baptized according to the Holy Scriptures; c) who is committed to Christ and who desires to share in Thornapple's fellowship and community; and d) who accepts the responsibilities and obligations of membership (Section 5.2).

**5.2. Responsibilities.** Each member of Thornapple assumes the responsibilities and obligations placed on him or her by the Word of God and by Thornapple. They include prayer, financial support, and participation in Thornapple's ministry to the extent his or her God-given abilities and time permit.

**5.3. Admission.** A person who desires to become a member shall, upon completion of an orientation process, apply to the Council of Elders for membership. Representative(s) of the council will meet with the applicant and, upon receipt of all information requested and completion of the interview, will make a recommendation to the council. The council will then vote as soon as practicable to accept or reject the application, using as its guide

Thornapple's purpose (Section 3), the membership qualifications and responsibilities set forth in this Constitution and Bylaws (Sections 5.1 and 5.2), and such other factors as the council deems appropriate.

**5.4. Withdrawal or termination of membership.** A member may voluntarily withdraw from membership at any time by notifying a lead pastor or an elder of his or her intention to withdraw. Unless there are extenuating circumstances, regular attendance at or membership in another church will be treated as a member's intention to withdraw. If membership is withdrawn, the member's name will be deleted from Thornapple's membership roll and, if requested, a letter of transfer will be provided. A member's name will also be deleted upon his or her death.

The Council of Elders may terminate a person's membership for good cause—for example, substantial neglect of the person's responsibilities under Section 5.2. Termination of membership requires at least a three-quarters vote of all council members at a council meeting. Upon termination of membership, the person's name will be deleted from the membership roll.

Withdrawal or termination of membership immediately ends all rights to membership, including eligibility to vote and to hold office.

**5.5. Membership Roll.** The council secretary shall maintain a record of all members ("membership roll"), with that record being updated before each annual membership meeting and, if the council elects, before any other membership meeting. The membership roll shall include an email address for each member, with that address being determinative for all purposes under the Articles of Incorporation and this Constitution and Bylaws, including notice. Each member is responsible for notifying the council secretary in writing of any change in the email address that appears in the membership roll under his or her name.

The council secretary will, upon reasonable notice, make the membership roll available for a member's in-person examination at the church. However, the member may not without prior written approval of the council copy the membership roll or otherwise use the information obtained from the membership roll for any purpose other than for matters related to Thornapple's governance or its administration.

## **Membership Meetings**

**6.1. Annual membership meeting.** The membership shall meet annually no later than the last Sunday in February. Business at the annual membership meeting shall include: a) approval of the year's budget; b) the selection of elders and other elected positions; c) additional matters as the Council of Elders may decide; and d) matters added at the meeting itself.

**6.2. Special meetings.** Other meetings of the membership may be called by a majority of the council members, the council chair, the lead pastor, or a petition of at least 25 percent of Thornapple's members.

**6.3. Location/time/general public.** All membership meetings are to be held at a reasonable time and at the church unless the council chooses another reasonable location. Membership meetings may be closed to persons who are not members.

**6.4. Notice.** Notice of the meeting shall be sent between 10 and 30 days before the scheduled meeting to each email address included in the membership roll. The notice must a) state the place, date, and time of the meeting; b) include the proposed agenda; and c) if it is a special meeting, state the meeting's purpose. Notice is complete when sent whether or not received.

The same meeting information shall also be included in whatever regular communication Thornapple sends to members to inform them of church activities and events, with that notice appearing in at least the two communications immediately preceding the scheduled meeting.

The place, date, and time of the meeting shall also be announced from the pulpit during the two Sunday worship services preceding the meeting and during the worship service on the day of the meeting if it is to be held on a Sunday.

**6.5. Quorum.** Unless something different is required by law, the Articles of Incorporation, or this Constitution and Bylaws, a quorum for voting upon any matter at an annual or special membership meeting is met if 25 percent of Thornapple's members are either at the meeting in person or have submitted a valid proxy (Section

6.7). Once a quorum is established for that meeting, the quorum will be presumed to continue unless and until it is successfully challenged. If the meeting is adjourned to a later date, a quorum must be established again at that time.

**6.6. Voting.** Each member is entitled to one vote. Voting may be in person, by a valid proxy (Section 6.7), or by a valid absentee ballot (Section 6.8). Unless otherwise required by law or a specific provision of the Articles of Incorporation or this Constitution and Bylaws, an action needing membership approval requires only the affirmative vote of a majority of those members voting.

Paper ballots must be used with respect to any matter identified in the meeting notice (Section 6.4) as requiring a vote. All procedural votes and votes on matters not included in the notice may be taken orally, by raised hands, or by paper ballot at the discretion of the meeting's chair (Section 9.6.a.).

**6.7. Voting by proxy.** A member can vote by proxy – i.e. by designating another to vote on his or her behalf - only by completing and properly signing a paper form approved by the council. A proxy is only valid for a single, specified meeting. The person authorized to exercise the proxy a) must be a member; b) must vote the proxy in person at the meeting; c) may exercise only one proxy; and d) must present the proxy for examination if asked. The chair of the meeting (Section 9.6.a.) shall determine the validity of a proxy and whether it has been properly exercised. A member may revoke a proxy by notifying the council secretary a) either orally or in writing at the meeting; or b) in writing before the meeting.

**6.8. Voting by absentee ballot.** A member can vote by absentee ballot only with a paper form approved by the council that is both properly signed and received by the council secretary at or before the meeting. An absentee ballot will be counted for each matter on the ballot that has been marked unless what is being voted upon at the meeting is materially different from what appears on the absentee ballot.

A member may revoke an absentee ballot by notifying the council secretary a) either orally or in writing at the meeting; or b) in writing before the meeting.

The chair of the meeting (Section 9.6.a.) shall determine all matters regarding the absentee ballot, including receipt, validity, revocation, and whether the absentee ballot is invalid because the matter being voted upon at the meeting is materially different from what appears on the absentee ballot.

**6.9. Conduct of meetings.** A membership meeting is to be conducted consistent with the most recent edition of Robert's Rules of Order.

**6.10. Force majeure.** In the event a disaster prevents a membership meeting from taking place in person (e.g., a pandemic), the council may take such steps as are reasonably necessary to allow the meeting to go forward notwithstanding what might otherwise be required by this Constitution and Bylaws.

## **Council of Elders**

**7.1. General.** The Council of Elders serves as Thornapple's board of directors. It is responsible for overseeing the ministry and business affairs of the church. With the exception of those matters reserved to the membership (Section 4), the council has the authority to take any action on behalf of the church. Its responsibilities include:

- a. Ensuring the life, spiritual health, and direction of the church;
- b. Establishing the mission, vision, strategies, and policies of the church;
- c. Discerning the need and effectiveness of each ministry area;
- d. Considering and responding to member concerns;
- e. Overseeing preparation of the annual budget for membership approval and monitoring revenues and expenses against the approved budget over the course of the year. If an unbudgeted loss appears likely, the council may without membership approval use available operating funds to cover that loss;
- f. Approving special fund-raising projects and overseeing their execution;

- g. Approving the acceptance or refusal of complicated or unusual gifts (Section 14.5);
- h. Setting lead pastor and associate pastor compensation;
- i. In collaboration with the lead pastor, setting annual goals and expectations for pastoral ministry in the church;
- j. Annually evaluating the lead pastor's performance (See also Section 9.7);
- k. Recommending to the membership dismissal and termination of employment of a lead pastor or an associate pastor;
- l. Approving membership applications and removing persons from the membership roll;
- m. Selecting delegates to denominational and conference meetings;
- n. Assuming or assigning pastoral duties in the absence or unavailability of a pastor; and
- o. Ensuring that the audit committee is meeting its responsibilities and that the audit committee's recommendations are followed. (Section 11.2).

The council also reserves the right to take any administrative action delegated to the lead pastor notwithstanding the lead pastor also having the authority to take that action (Section 13.2). For example, the council reserves the right to terminate the employment of a staff member over the lead pastor's objection.

**7.2. Members.** The Council of Elders shall be comprised of ten elders, one of whom shall be elected separately as the church's treasurer, and the lead pastor, who is the eleventh member by reason of his or her position as lead pastor. The council may continue to act as Thornapple's board of directors even if the number of members falls below eleven provided that there are at least five members and efforts consistent with this Constitution and Bylaws are being made to return the number of council members to eleven.

## **Council of Elders Meetings**

**8.1. Regular meetings.** The Council of Elders shall meet at least monthly at the church on such dates and at such times as the council may decide. The council chair may upon sufficient notice change the date, time, or location of a meeting or cancel the meeting altogether provided the change or cancellation is reasonable.

**8.2. Special meetings.** Any member of the council may call a special meeting provided each council member a) is given at least two days' notice; or b) has waived notice (Section 8.3). The notice shall give the date, time, and place of the meeting and the meeting's purpose. The meeting shall be at a reasonable time and may be at the church or at any other reasonable location.

**8.3. Waiver of notice.** A council member may waive notice of a meeting in writing delivered to the council chair either before or after the meeting. A council member's attendance at a council meeting also constitutes a waiver of notice of that meeting unless at the meeting that member raises insufficient notice as an issue at the earliest opportunity and does not vote for or assent to any action taken at the meeting.

**8.4. Quorum.** There shall be a quorum at a council meeting as soon as a majority of council members are present, and the quorum shall be maintained so long as a majority of council members remains present. A meeting may take place or continue without a quorum but no action requiring the council's vote may be taken without a quorum.

**8.5. Voting.** Each council member shall have one vote which must be exercised in person unless otherwise provided in this Constitution and Bylaws (see also Sections 8.6. and 8.7). Unless otherwise required by law or by this Constitution and Bylaws, an action by the council at a council meeting that requires a vote is passed if there is a quorum and a majority of council members present votes affirmatively.

**8.6. Action without a meeting.** Unless otherwise prohibited by law or this Constitution and Bylaws, an action may be taken by the council without a meeting provided all council members consent in writing to that action. The action together with the written consents shall be filed with the council's minutes.

**8.7. Remote attendance.** A council member's attendance at a council meeting by telephone or by other remote electronic means shall be the same as attending in person provided he or she is able to communicate clearly with everyone else participating in the meeting.

**8.8. Open meetings.** All council meetings are open to any church member unless the council votes to go into executive session to discuss a confidential matter. Examples of matters that are to be discussed and voted upon in executive session are the removal of a council member, the financial secretary, or a member of the audit or nominating committee; the termination of employment of a pastor or staff member; and the termination of a person's membership.

## **Elders and Elder Offices**

**9.1. Qualifications.** An elder a) must be a member; b) must be fulfilling his or her member responsibilities under Section 5.2; c) must meet the scriptural qualifications for leaders as outlined in 1 Timothy 3 and Titus 1; and d) must have demonstrated leadership and spiritual maturity in the church's administration or one of its ministries. In addition, an elder who is to hold the office of treasurer must: a) have experience overseeing the finances of a business (preferably nonprofit) with a budget at least as large as Thornapple's; and b) pass a criminal background check.

**9.2. Nomination and Election.** Elders are elected at a membership meeting from a slate prepared by the nominating committee. Each elder candidate on the slate shall be voted upon separately. (See also Sections 12.1-12.6).

**9.3. Term of office.** An elder's term of office is three years unless the term of an elder who is not the treasurer must be shortened in order to ensure staggered terms. An elder may serve a second consecutive term but may not serve a third consecutive term; rather, that person must wait for at least two years before serving another term. Filling a vacancy for the remainder of an elder's term (Section 9.5) does not count as a term.

With the exception of the treasurer, elders' terms are to be staggered so that roughly a third of the elders' terms will expire each year. If necessary, one or more elders whose terms would not otherwise have expired that year will nonetheless have their term(s) end that year in order to meet this requirement. The council will select the elder or elders to have a shortened term from the elders who have served the longest over the previous six years.

**9.4. Resignation/Removal.** An elder may voluntarily resign at any time. An elder will also be treated as having resigned if he or she is no longer a member of the church.

An elder may be removed from the council for cause (e.g., failure to attend council meetings regularly) upon motion of an elder with support from two other elders, and provided that a) reasonable notice is given; b) the decision to remove is made at a properly called meeting of the council; and c) at least 75 percent of all members of the council (other than the elder whose removal is sought) vote in favor. If removed, the membership may return that person to office (and to the membership roll if necessary) at a membership meeting. That meeting, though, must be held no later than 60 days from the elders' decision to remove.

**9.5. Vacancies.** If an elder resigns or is removed, the vacancy shall be filled at the next annual membership meeting through a regular election (Section 9.2), with that person completing whatever remains of the current term. The council may also temporarily fill the vacant position until the next annual membership meeting with someone the council believes meets the qualifications of elder and, if applicable, treasurer.

**9.6. Elder officers.** The council shall annually elect from among the elders the council's chair, vice-chair, and secretary. The treasurer, though, is elected by the members (Section 10.5).

- a. The council chair sets the agenda and leads all membership and council meetings. The council chair is the spokesperson for the council and also oversees other council members in the fulfillment of tasks assigned to them by the council.
- b. The council vice-chair shall assume the chair's and/or the council secretary's responsibilities in the absence of either and shall continue with those responsibilities until that person returns or the elders fill the position with a replacement.
- c. The council secretary is responsible for the minutes of all membership and council meetings and for the membership roll. However, he or she is not responsible for the records that are to be kept by the financial

secretary regarding giving (Section 10.2). The council secretary executes certificates and affidavits of actions taken by the membership or the council and provides letters of membership transfer. The council secretary is responsible for those who are to tabulate and report the results of votes at a membership meeting requiring a paper ballot, including the calling of a pastor and the election of elders, the treasurer, the financial secretary, and members of the audit and nominating committees.

- d. The treasurer's responsibilities are described in Section 10.1.

The newly elected elders and those elders whose terms will continue shall meet immediately after the annual membership meeting or as soon thereafter as possible to hold the election of the council chair, vice-chair and secretary.

An officer may resign his or her position at any time and may also be removed by the elders from his or her position at any time. Resignation from the office also occurs automatically if the person is removed from the council or his or her name is removed from the membership roll. In the event an elder officer resigns or is removed, the elders shall replace that person at the council's next meeting.

**9.7. Council executive committee.** The council executive committee shall consist of the council's chair, vice-chair, secretary, and the treasurer. The executive committee's purpose is to meet as needed with the lead pastor to discuss ordinary, day-to-day issues and to address any other issue that does not require or permit a special council meeting or cannot wait until the next regular council meeting.

The executive committee shall also meet annually with the lead pastor to review his or her performance and to set future goals. That meeting, though, shall take place only after the executive committee has received whatever input the pastoral relations committee (Section 11.4) has to offer concerning the lead pastor. The executive committee shall provide the council with a report of its meeting with the lead pastor and make its recommendation for any adjustment to the lead pastor's compensation or benefits.

**9.8. Elder officer signing authority.** See Section 14.1.

## **Treasurer and Financial Secretary**

**10.1. Treasurer responsibilities.** The treasurer is the elder who serves as Thornapple's chief financial officer. The qualifications are set forth in Section 9.1.

The treasurer's responsibilities include:

- a. Overseeing all church funds and securities;
- b. Preparing financial statements for the annual membership meeting;
- c. Keeping full and accurate financial accounts for the church;
- d. Properly disbursing funds on behalf of the church and accounting for those disbursements;
- e. Properly accounting for all monetary and in-kind gifts, including all gifts reported to him or her by the financial secretary;
- f. Preparing along with the lead pastor the church's annual budget for the council's consideration;
- g. Monitoring the actual spending versus the approved budget for variances;
- h. Submitting current financial reports each month to the council;
- i. The maintenance and security of the church's financial systems; and
- j. Developing and regularly updating internal control policies for the church's financial systems.

**10.2. Financial secretary responsibilities.** The financial secretary is responsible for keeping a record of each member's gifts and pledges to the church. The financial secretary then prepares from this member giving record his or her periodic reports to the treasurer and the council of what the membership as a whole has given (See also, Section 10.1.e.).

The financial secretary is also responsible for ensuring to the best of his or her ability a) that the member giving record is not shared with anyone; b) that access to the giving information from which the member giving record is generated is limited to only those persons who administer the databases that contain giving information or who become aware of giving information in connection with the receipt, entry or auditing of gifts and pledges; and c) that those persons who do have access to giving information do not share that information with others.

The financial secretary shall also provide receipts to donors for tax and other purposes, shall provide quarterly reports to the council, and shall attend council meetings when requested.

**10.3. Financial secretary qualifications.** The financial secretary a) must be a member; b) must be fulfilling his or her membership responsibilities under Section 5.2; c) must demonstrate past leadership in the church's administration or one of its ministries; d) must be capable of competently meeting the responsibilities of the office; e) must have a reputation for maintaining the confidences of others; and f) must pass a criminal background check.

**10.4. Confidentiality of member giving record.** . All information in the member giving record maintained by the financial secretary is confidential. Apart from the following exceptions, the financial secretary may not share information from the member gift record with anyone, including the elders, the pastors and the treasurer. The exceptions are: a) in updating the membership roll (Section 5.5) or in considering termination of membership (Section 5.4), the financial secretary may answer "yes" or "no" to the council's question whether, in his or her judgment, a member is financially supporting the church, with that answer then being held in confidence by the council; b) in the evaluation process (Section 12.3), the financial secretary may answer "yes" or "no" to the nominating committee's question whether, in his or her judgment, the nominee is financially supporting the church, with that answer then being held in confidence by the nominating committee; c) the financial secretary may share general conclusions drawn from the records about giving history, trends, and demographics provided no specific donor information is disclosed; and d) the financial secretary may at his or her sole discretion share with the lead pastor a specific member's name if that member's giving, in his or her judgment, has changed substantially without explanation and the financial secretary legitimately believes that there may be underlying issues that the lead pastor could address as a pastor. However, the financial secretary may disclose nothing more than that he or she is concerned about that person. Moreover, this conversation will be in strict confidence and may not be shared by the lead pastor with anyone else, including the member whose name was mentioned.

**10.5. Term of office and ineligibility for other offices.** The term of office for treasurer or financial secretary is three years. A person may not be both the treasurer and financial secretary at the same time nor may the financial secretary be an elder while holding that position. A serving treasurer or financial secretary may be elected for a second consecutive term as either treasurer or financial secretary but not for a third consecutive term as either treasurer or financial secretary; rather, that person must wait at least two years before holding either of those positions again. Temporarily filling a vacancy or completing a term arising from a vacancy (Section 10.8) does not count as a term.

**10.6. Election.** The treasurer and financial secretary are elected at a membership meeting from a slate prepared by the nominating committee. Each candidate on the slate shall be voted upon separately. (See also Sections 12.1-12.6).

**10.7. Resignation/Removal.** A treasurer or financial secretary may resign at any time and also will be treated as having resigned if no longer a member.

A treasurer or financial secretary may be removed from office for cause by a 75 percent vote of all council members (other than the treasurer if his or her removal is being sought) at a properly convened meeting of the council. However, the membership may return that person to office (and to the membership roll if necessary) at a membership meeting. That meeting, though, must be held no later than 60 days from the elders' decision to remove.

**10.8. Vacancies.** If there is a resignation or removal, the vacancy shall be filled at the next annual membership meeting through a regular election (Section 10.6), with that person completing whatever remains of the current term. The council may temporarily fill the vacant position until the next annual membership meeting with someone the council believes meets the qualifications of the vacant office.

**10.9. Signing authority.** See Section 14.1.

## Committees

**11.1. Standing committees.** There shall be three standing committees in addition to the council executive committee (Section 9.7). They are the audit committee, the nominating committee, and the pastoral relations



committee. Each committee shall have a chair selected by the members of that committee and shall make decisions by majority vote of all its members.

**11.2. Audit committee.** The audit committee is responsible for:

- a. Testing the accuracy of the annual financial statements prepared by the treasurer (Section 10.1.b.), including the validity of the activities supporting those statements to the extent the committee deems necessary, and then reporting its conclusions to the membership at or before the annual membership meeting; and
- b. Annually testing the internal financial control policies established by the treasurer for the church's financial systems (Section 10.1.j.) to determine whether those policies are both adequate and being followed and then reporting its conclusions and recommendations to the council.

In order to fulfill these responsibilities, the audit committee may at its discretion refer to an appropriate outside consultant (e.g. a certified public accountant) to assist it. However, that authority does not include retaining an outside consultant to independently audit, review or compile the church's financial statements unless specifically authorized by the council.

The audit committee shall consist of three persons, each of whom a) is a member; b) is not an elder, the treasurer, the financial secretary, or a member of the nominating committee; c) does not have a spouse, parent, sibling or child serving on the council or as the treasurer or member of a committee advising the treasurer (Section 11.5.a.); d) is fulfilling his or her membership responsibilities under Section 5.2; and e) is capable of performing the responsibilities of the committee—e.g., someone who is a certified public accountant or someone otherwise familiar with accounting systems and internal financial controls. Each member shall serve a single, nonconsecutive three-year elected term, with those terms staggered so that there is only one vacancy each year.

A member of the audit committee is elected at a membership meeting from a slate prepared by the nominating committee. Each candidate on the slate shall be voted upon separately. (See also Sections 12.1-12.6)

A member of the audit committee may resign at any time and will be treated as having resigned if no longer a member of the church. He or she may also be removed for cause by a 75 percent vote of all the members of the council at a properly convened meeting. However, the membership may return that person to the committee (and to the membership roll if necessary) at a membership meeting. That meeting, though, must be held no later than 60 days from the elders' decision to remove.

If there is a resignation or removal, the vacancy shall be filled at the next annual membership meeting through a regular election, with that person completing whatever remains of the current term. The council may temporarily fill the vacant position until the next annual membership meeting with someone the council believes meets the qualifications for audit committee membership. Completing a term created by a vacancy does not constitute a term.

**11.3. Nominating committee.** The nominating committee is responsible for:

- a. Nominating persons it believes are qualified to be candidates for elective offices;
- b. Inquiring whether a person nominated by another is interested in serving;
- c. Submitting to the annual membership meeting a slate of willing and qualified candidates to fill each elective office for which there is to be a vote at that meeting. However, the nominating committee does not select lead or associate pastor candidates; and
- d. Preparing for the annual membership meeting ballots for both in-person and absentee voting and also for voting by proxy.

The nominating committee shall consist of six persons, each of whom a) is a member; b) is not an elder, the treasurer, the financial secretary or a member of the audit committee; c) is fulfilling his or her membership responsibilities under Section 5.2; d) is familiar with Thornapple's membership; and e) has the spiritual discernment to select candidates well suited for the positions to be filled. Each member shall serve a single, nonconsecutive two-year term, with those terms staggered so that there are three vacancies each year. Either the lead pastor or an associate pastor shall also serve on the nominating committee.

Members of the nominating committee are elected at a membership meeting from a slate of candidates prepared by the nominating committee. Each candidate on the slate shall be voted upon separately. (See also Sections 12.1-12.6).

A member of the nominating committee may resign voluntarily and will be treated as having resigned if no longer a member of the church. He or she may also be removed for cause by a 75 percent vote of all members of the council at a properly convened meeting. However, the membership may return that person to the committee (and to the membership roll if necessary) at a membership meeting. That meeting, though, must be held no later than 60 days from the elders' decision to remove.

If there is a resignation or removal, the vacancy shall be filled at the next annual membership meeting through a regular election, with that person completing whatever remains of the current term. The council may temporarily fill the vacant position until the next annual membership meeting with someone the council believes meets the qualifications for nominating committee membership. Completing a term created by a vacancy does not constitute a term.

**11.4. Pastoral relations committee.** The pastoral relations committee ("PRC") shall consist of one elder who is not a council officer and two at-large church members selected by the pastors and approved by the council for two-year terms that may be renewed. An at-large member may be removed at any time at the lead pastor's request and replaced by another church member selected by the pastors and approved by the council.

The PRC's purpose is to assist and support the pastors in their spiritual responsibilities, their professional relationships, and their personal lives. It is also available to mediate differences that might arise between them and church members, staff or even themselves. The PRC shall meet regularly with the pastors and keep the remaining council members informed of those meetings. The PRC shall also meet with the executive committee annually in connection with the executive committee's reviews with the lead pastor (Section 9.7).

**11.5. Advisory committees and task forces.** The council either collectively or through one of its members may form informal committees or task forces for whatever duration chosen a) to assist the council members and pastors in the exercise of their responsibilities; or b) to focus on specific projects. Such committees and task forces are purely advisory and their use is entirely at the discretion of the responsible council member or pastor. Examples of such committees might be:

- a. A finance committee to advise the treasurer and lead pastor in connection with preparing an annual budget, monitoring an approved budget, and addressing any other financial matter concerning the church;
- b. A building and grounds committee to advise the responsible pastor about the care, maintenance, safety and improvement of Thornapple's land and facilities;
- c. A personnel committee to advise the lead pastor regarding personnel matters, including staff compensation and benefits and staff evaluation methods;
- d. A youth ministry committee to assist the responsible pastor and staff in developing and implementing budgets, programs, and curricula related to the youth ministry; and
- e. A task force to investigate whether a contemplated action should be taken or not.

A person is qualified to serve on any such committee or task force if he or she is active in the church; however, if there is to be a chair, the chair must be a member of the church. The pastor or council member responsible for the committee or task force may pick as many qualified persons to serve on that committee or task force as desired and may schedule as many meetings as needed. The same responsible pastor or council member may also remove a person from the committee or task force at his or her sole discretion.

**11.6. Ministry teams.** Ministry teams are groups of persons active in the church who join together to support a specific ministry. Examples are the International Missions ministry and the Love Mercy Do Justice ministry. Ministry teams are created by the council and also may be dissolved at any time by the Council. Each ministry team shall have specific goals and objectives and, if needed, a specific budget. A ministry team shall submit a report to the council annually that summarizes its activities for that year and sets out its goals and objectives for the next year. It shall also submit to the lead pastor or treasurer a budget request, if any, for the ensuing year and then account for actual expenditures against whatever is in fact budgeted for the team.

The council appoints all ministry team members. The council also selects each ministry team's chair, who must be a member of the church, and assigns an elder or pastor to support the ministry team. The council selects each ministry team leader and may remove him or her at any time.

The responsibilities of a ministry team's chair include:

- a. Leading his or her ministry team in planning, obtaining necessary resources, and assigning tasks;
- b. Developing budget recommendations and monitoring any approved budget;
- c. Providing the ministry team's annual report to the council;
- d. Recommending ministry goals, strategies and objectives for adoption by the council;
- e. Nominating for council approval persons to serve on the ministry team but only after consulting with the supporting elder or pastor; and
- f. Recommending to the council that a team member be removed but only after first consulting with the supporting elder or pastor.

## **Nomination and Election Process**

**12.1. General.** This section applies only to the church's elected positions of elder, treasurer, financial secretary, and members of the audit and nominating committees. It does not apply to the calling of a pastor.

**12.2. Nominations.** Nominations for an elected position may be made a) by the nominating committee itself in performance of its own responsibilities (Section 11.3); b) by a member nominating another member to the nominating committee; or c) by a member nominating himself or herself. All nominations must be received by the nominating committee no later than sixty days before the annual membership meeting.

**12.3. Evaluation.** The nominating committee shall determine with respect to each timely filed nomination whether the nominee a) is qualified for the position for which he or she has been nominated; and b) is willing to serve.

**12.4. Slate.** The nominating committee shall prepare from the nominees who are qualified and willing to serve a slate of candidates for election at the annual membership meeting. The slate shall consist of one candidate for each vacancy. The slate shall be published on the church's website no later than ten days before the annual membership meeting, with notification of the slate's publication being included in the meeting notice to all members (Section 6.4).

**12.5. Nominations and challenges.** A candidate's qualifications may be challenged at the annual membership meeting. A candidate may also be nominated at the annual membership meeting to replace a candidate who is on the slate. Both challenges and nominations at an annual membership meeting shall be governed by the most recent edition of Robert's Rules of Order. (See also Section 6.9).

**12.6. Vote.** Each candidate on the slate shall be voted upon separately and will be elected only if he or she receives votes from a majority of the members voting. The vote will be by a single secret written ballot that includes all candidates. The council secretary (or, in his or her absence, the vice-chair) is responsible for those who tabulate and report the results of the vote.

**12.7. Assumption of office.** A candidate will immediately assume the office to which he or she has been elected.

## **Lead and Associate Pastors**

**13.1. Spiritual responsibilities.** Thornapple's pastors are to have freedom of the pulpit under the direction of the Holy Spirit. They are responsible for ensuring that the Word of God is preached and taught, that the sacraments are administered, that there is a community of prayer and spiritual formation, and that the

membership's pastoral needs are being met. The lead pastor is to determine in consultation with the council how these responsibilities are to be divided among the pastors.

**13.2. Administrative responsibilities.** The lead pastor, through the authority of the council, is also responsible for the church's administration except for those responsibilities that are assigned to the treasurer (Section 10.1) and the financial secretary (Section 10.2). The lead pastor's administrative responsibilities include:

- a. Supervising and evaluating associate pastors. However, the lead pastor may only recommend to the council a change in an associate pastor's compensation or benefits or the dismissal of an associate pastor;
- b. Working with the treasurer to prepare a proposed annual budget for the council's consideration;
- c. Working with the treasurer to approve disbursements consistent with the annual budget.
- d. Overseeing other church employees, including their hiring, evaluation, dismissal and compensation. Hiring and compensation decisions, though, must be consistent with the approved annual budget. Moreover, the creation or elimination of church employee positions must be approved by the council;
- e. Overseeing volunteers;
- f. Overseeing the church's various ministries, including youth and adult spiritual growth; and
- g. Overseeing the church's facilities and its systems, including the maintenance and security of its information systems but not its financial systems. (See also Section 10.1.i.).

These responsibilities and any additional responsibilities may be set out in a separate job description approved by the council.

The lead pastor may delegate to an associate pastor or to another church employee responsibilities described in sections 13.b. through 13.g. However, the lead pastor remains accountable for the responsibilities delegated unless the council specifically relieves the lead pastor of that responsibility.

**13.3. Qualifications.** In order to be called, a pastor a) must meet the qualifications for church membership; b) must meet the qualifications for a pastor as outlined in 1 Timothy 3:2-7 and Titus 1:6-9; and c) must either be already ordained or commissioned by the ECC or be expected to be ordained or commissioned by the ECC within a reasonable period of time. Once called, a pastor must remain a member in good standing with the ECC Ministerium.

**13.4. Calling a pastor.** The council shall appoint a pastoral search committee unless someone already known by the church (e.g. a youth minister) is being considered and the membership approves the council's decision not to appoint a committee. If appointed, the pastoral search committee shall, after reasonable diligence, submit one or more recommended candidates to the membership for consideration at either an annual or special meeting. The pastoral candidate is called if there is an affirmative vote of at least 75 percent of those members voting. If called, he or she immediately becomes a member of the church.

Voting in person or by proxy must be by secret ballot with only the council secretary (or, in his or her absence, the vice-chair) and those designated to tabulate and report the results seeing those ballots. In the event a candidate has not received sufficient votes to be called after the first vote, the chair may at his or her sole discretion ask for a second or even third vote.

**13.5. Pastor resignation/removal.** A pastor may resign or be removed by the membership. A request to remove a pastor may be made a) by at least two-thirds of all council members (other than the lead pastor if his or her removal is sought) at a duly called council meeting; or b) by a petition signed by at least 25 per cent of the church membership. The request will then be voted upon at a special membership meeting (or, if within a reasonable time, the annual membership meeting). Removal requires the affirmative votes of a majority of those voting. Voting in person and by proxy shall be by secret ballot and those ballots and all absentee ballots

shall be counted only by the council secretary (or, in his or her absence, the council chair or vice-chair) and his or her two designees (Section 9.6.c.).

If there is a request to remove, the council has the discretion to suspend any or all of the pastor's responsibilities, benefits, and privileges until the membership has voted upon the request.

**13.6. Lead Pastor's vacancy or absence.** In the event of a resignation, removal, or extended absence of the lead pastor, the council may temporarily delegate his or her responsibilities to one or more associate pastors, elders, or other church officers until a new lead pastor is called.

**13.7. Signing authority.** See Section 14.1.

## **General**

**14.1. Signing Authority.** The council vice-chair, council secretary, financial secretary, and lead pastor may as church officers sign any document or instrument on behalf of the church provided a) the document or instrument to be signed is in conjunction with an action or activity authorized by the council or an action or activity that does not require council authorization; and b) the document or instrument does not initiate or facilitate any transaction involving the withdrawal, disbursement, or transfer of church funds.

The council chair and treasurer have the same signing authority except that either may also sign any document or instrument that initiates or facilitates a transaction involving the withdrawal, disbursement, or transfer of church funds provided a) the document or instrument to be signed is in conjunction with an action or activity authorized by the council or an action or activity that does not require council authorization; and b) he or she has passed a criminal background check. In the event the council chair or the treasurer: a) has resigned or been removed; or b) has been absent or incapacitated for an extended period of time, the council may temporarily give to the council vice-chair or council secretary the same signing authority with respect to the withdrawal, disbursement, or transfer of church funds provided he or she has passed a criminal background check.

**14.2. Assets.** Thornapple shall hold its assets in its own right as a corporation. Any transaction involving the transfer of real property to or from the church or their encumbrance must be authorized and properly documented, with all documents requiring the church's signature being executed by two persons with authority under this Constitution and Bylaws to execute documents on behalf of the church (Section 14.1).

**14.3. Schism.** In the event a matter arises where there is significant division among the members—e.g., the removal of a pastor or a doctrinal issue—a schism may be declared by either the council or a petition of 25 percent of the church's members. If a schism is declared, no action may be taken by the membership regarding the matter giving rise to the schism until the ECC or the GLC has first been given the opportunity to resolve that matter through nonbinding mediation or some other form of nonbinding dispute resolution.

**14.4. Calendar year.** The church shall operate on a calendar year.

**14.5. Unusual or complicated gifts.** Any unusual or complicated bequest or gift, whether restricted or not, that is to be made to Thornapple may not be accepted until the council has approved its acceptance after its review of whether it is in the best interest of Thornapple to accept it. That review may include consultation with legal counsel and other appropriate experts. A gift of real property is an example of an unusual or complicated gift because of the risk of environmental contamination. A gift of money subject to restrictions that may be unacceptable is another example.

**14.6. Written.** Something that is to be "written" or to be in "writing", including a signature, can be either in a physical or electronic form.

**14.7. Scriptural Interpretation.** All scriptural passages referred to in this Constitution and Bylaws are to be interpreted in conformity with the ECC's teachings and practice. If a question arises from the membership

relating to the application of any passage, the question shall be referred to the ECC to be handled in the manner established by it.

### **Amendment of Constitution and Bylaws**

15.1. **General.** An amendment of this Constitution and Bylaws requires member approval at an annual or special membership meeting. A proposal to amend may be made by a majority vote of all members of the council or by petition of at least 25 percent of the church's members. However, a motion to amend this Constitution and Bylaws may not be made at a membership meeting itself. An amendment is approved if there are affirmative votes by at least three quarters of those members voting at the meeting.

15.2. **Notice.** The notice for the meeting (Section 6.4) at which the proposed amendment is to be voted upon shall also include information concerning how a member may examine in person or remotely a) the proposed amendment; b) the council's recommendation and reasons to either approve or disapprove the proposed amendment; and c) a summary of any council member's opposition to that recommendation.

15.3. **Exception.** Notwithstanding Sections 15.1 and 15.2, the council may with a majority of those voting at a regular council meeting amend this Constitution and Bylaws to reflect a technological change in communication or method of voting provided that the change is an improvement over what is currently being used (see, e.g. Section 6.4 or 6.6).