BYLAWS OF
THORNAPPLE EVANGELICAL COVENANT CHURCH
OF GRAND RAPIDS, MICHIGAN

6595 Cascade Road, S.E., Grand Rapids, Michigan

2/28/99

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In order to implement the Amended and Restated Articles of Incorporation (the "Constitution") of Thornapple Evangelical Covenant Church of Grand Rapids, Michigan (this "Church"), the following Bylaws are adopted by the Council of Elders and the Active Members to govern the affairs of this Church.

ARTICLE I - MEMBERSHIP

Section 1. Responsibilities of Membership. Each member of this Church shall assume the responsibilities and obligations placed on him or her by the Word of God and this Church and its Covenant of Fellowship. Through witness by life and word, consecrated service, prayer, and financial support, each member shall further the cause of Christ in this Church, the Covenant, and throughout the world. Each member is expected to actively participate in the ministry of this Church, according to his or her gifts from God, by contributing his or her time and resources to His service. Each member is expected to:

a. Protect the unity of this Church by acting in love toward other members, refusing to gossip, and supporting this Church's leadership;

b. Share responsibility for this Church by praying for its growth, inviting the unchurched to attend, and warmly welcoming those who visit;

c. Serve the ministry of this Church by using his or her gifts in the service of this Church and developing a servant's heart; and

d. Support the testimony of this Church by attending faithfully, endeavoring to grow in Christian maturity, and giving regularly.

Section 2. Application for Membership. An individual desiring to obtain membership in this Church shall apply to the Council of Elders and provide such information as reasonably requested. An applicant shall meet the requirements of Article V, *Confession of Faith,* and Article VII, *Membership,* of the Constitution and shall be willing to undertake the responsibilities prescribed in Article I, *Membership,* Section 1, *Responsibilities of Membership,* of these Bylaws. An applicant shall complete an orientation program, offered periodically, as prescribed by the Council of Elders.

Section 3. Process for Membership. Each application shall be reviewed by the Council of Elders or a committee or Ministry Team designated by the Council. Each applicant shall meet with the Council of Elders or a committee or Ministry Team designated by the Council. The Council of Elders shall vote to accept or reject an application based on the qualifications for membership prescribed by the Constitution and these Bylaws. An applicant from another Christian church may submit a letter of transfer when available to the Council of Elders, together with any other information otherwise requested in this application process, and the application shall be processed as provided in this Section. Action on an application shall be taken by the Council within three months of receipt of all required information from a qualifying applicant.

Section 4. Reception of New Members. An applicant who is voted into the membership of this Church shall be welcomed at the next regular worship service and shall make a public confession of his or her Christian Faith, as outlined in *A Book of Worship for Covenant Churches*.

Section 5. Classification of Members. The membership of this Church shall be classified as follows:

a. Active Members. Each resident member 14 years of age or older who faithfully upholds the responsibilities of members as prescribed by Article I, *Membership,* Section 6, *Responsibilities of Membership,* shall be given all the rights and privileges of an "Active Member" of this Church.

b. Associate Members. A person may apply to the Council of Elders to become an "Associate Member" of this Church. This status is available to any person who desires to retain membership in another Christian church while temporarily a resident in this community for such reasons as study, employment, or health. This status is also available to a current member who is no longer a resident in this community for such reasons as study, employment, or health, but who desires to continue in relationship with this Church. If not already a current member of this Church, an applicant for Associate Member status shall meet the qualifications for membership prescribed in the Constitution and these Bylaws. An Associate Member shall have the rights and privileges of membership, exclusive of the right to vote or to hold elected office. An Associate Member may ask to receive communications from this Church.

c. Inactive Members. Any member, other than an Associate Member, who without reasonable excuse does not regularly attend worship services of this Church for a period of one year shall become an "Inactive Member" and shall be notified in writing of this change in status. The notice shall offer to convert the member to Associate Member status upon request. The membership of an Inactive Member who without reasonable excuse has not regularly attended worship services for a second year may be addressed as a negligent member under Article I, *Membership,* Section 8, *Discipline of Members*, of these Bylaws. An Inactive Member shall not be counted for purposes of determining a quorum for any business meeting of the membership. An Inactive Member may ask to receive communications from this Church and, after having shown renewed interest, may request a return to

status as an Active Member or Associate Member, which may be granted by action of the Council of Elders. An Inactive Member shall have the rights and privileges of membership, exclusive of the right to vote or to hold elected office.

Section 6. Membership Rolls. The Secretary shall prepare and maintain the "Membership Rolls" of all current members of this Church. The Membership Rolls shall designate whether a person is an Active Member, Associate Member, or Inactive Member of this Church. The Membership Rolls shall contain the last known address of each member. The Membership Rolls shall be available to any member, but shall not be disclosed or used for any purpose other than the internal affairs of this Church without the prior express approval of the Council of Elders. The names and addresses shown on the Membership Rolls shall be deemed final and conclusive for all purposes under these Bylaws and it shall be the duty of any member to update this Church in writing with a new or different address.

Section 7. Review of Membership Rolls. The Membership Rolls shall be reviewed by the Council of Elders not less than annually to determine whether each person continues to qualify as an Active Member, Associate Member, or Inactive Member of this Church. As part of this review, the Financial Secretary shall advise the Council if any current member has not financially supported the ministry of this Church during the current or preceding fiscal years. Based upon the membership criteria prescribed by these Bylaws, the Council may direct the Secretary to change a member's status on the Membership Rolls and may address the matter under Section 8, *Discipline of Members*, of this Article. Council's review of the Membership Rolls shall be completed prior to determining those persons eligible for notice of the annual membership meeting.

Section 8. Discipline of Members.

a. Negligent Members. A member who neglects his or her responsibilities as prescribed in these Bylaws shall be counseled by one or more Elders or members of the Pastoral Team. (In assessing whether a member has not financially supported this Church's ministry, the Financial Secretary may disclose to the Elders, and the Elders shall treat as strictly confidential, the fact that a member has not contributed to this Church during the current or preceding fiscal years of this Church.) If this counseling is not heeded, the member shall be dealt with as an erring member.

b. Erring Members. A member known to err in doctrine or conduct prescribed by the Bible, shall be admonished according to the procedure outlined in Matthew 18: 15-18 and Galatians 6:1. A fellow member having knowledge of such error shall, in the spirit of Christian love, seek to restore an erring member. If the erring member does not heed this counsel, the matter shall be brought to the attention of the Council of Elders, which shall in meekness and gentleness seek to restore the erring member. If the erring member fails to heed the counsel of the Council of Elders, discipline shall be administered in the spirit of Christ with due regard for the welfare of the erring member and this Church. Discipline may include termination of membership as provided in these Bylaws.

Section 9. Termination of Membership. Membership in this Church may be terminated only as follows:

a. Voluntary. Membership may be terminated at a member's own request. If so requested, this Church shall send a letter of transfer to another church at the member's direction.

b. Involuntary. When a member's testimony, attendance, or support of the ministry of this Church is seriously inconsistent with the Bible or qualification for membership in this Church, as prescribed by this Church's Constitution and Bylaws, his or her membership shall be examined and re-evaluated by the Council of Elders. The erring member shall be counseled by one or more Elders or members of the Pastoral Team. If, thereafter, an erring member has neither taken appropriate corrective action nor voluntarily withdrawn from membership, then the matter shall be presented to the Council of Elders. After delivery of written notice to the erring member and an opportunity to address the Council, in person or in writing, at a regular or special business meeting, the erring member's membership may be terminated by a two-thirds majority vote of the entire Council. A terminated member shall be notified in writing of the Council's action. If appropriate under the circumstances, the notice shall offer to convert a terminated member's status to an Associate Member status upon request. A terminated member may request the Council's reconsideration of the membership termination.

c. Effect of Termination. Upon termination of a membership, the Council's action shall be reflected on the Membership Rolls. A former member of this Church shall have no further rights or responsibilities with respect to this Church or its property, and shall be deemed to have resigned from any and all offices of this Church then held without any further action or notice.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. Times and Places of Meetings. All meetings of the members shall be held at the Church at such times as may be determined from time to time by the Council of Elders. Annual business meetings of the members shall be held at least once each calendar year. In the absence of a designated date and time, the annual business meeting of the members shall be held not later than the last Sunday in February. Special business meetings of the members may be called by a majority of the Council of Elders, the Chair of the Council, the Senior Pastor, or petition of not less than 25 percent of the Active Members of this Church.

Section 2. Notice of Meetings. Written notice of each business meeting of members shall be published in the weekly bulletin and sent to each Active Member entitled to vote at the meeting not less than ten days nor more than one month before the date set for the meeting. The notice shall state the time, place, and anticipated purpose or purposes for the meeting. Notice shall be deemed effective for all purposes when sent by the Church by regular mail to the last known address for an

Active Member, whether or not received. A single notice may be sent to more than one Active Member residing in the same household.

Section 3. Quorum. Unless a greater or lesser quorum is provided in the Constitution, these Bylaws, or by law, 25 percent of all Active Members appearing on the Membership Rolls shall constitute a quorum for the conduct of business at any business meeting of the membership. An Active Member represented at a meeting by a proxy permitted under the Constitution and these Bylaws shall be counted in determining the presence of a quorum. No written absentee ballot shall be counted in determining a quorum. If there is no quorum, the chair of the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present, when any business may be transacted which might have been transacted at the meeting as first convened had there been a quorum. Once a quorum is determined to be present for any and all purposes of the meeting (not counting any absentee ballot), the members present at any meeting may continue to do business until adjournment, notwithstanding the withdrawal of any member leaving less than a quorum.

Section 4. Vote Required. When a quorum is present for purposes of taking an action at a meeting, the action to be taken, other than the election of Elders, shall be authorized by a simple majority of the votes cast by the Active Members, represented in person, by permitted proxy, or by written absentee ballot, unless a greater vote is required by the Michigan Nonprofit Corporation Act, the Constitution, or these Bylaws.

Section 5. Voting Rights; Written Ballots. Each person qualifying and designated as an Active Member on the Membership Rolls on the meeting date shall be entitled to one vote in person, by permitted proxy, or by written absentee ballot. For any matter properly presented to a business meeting, the Council of Elders may prepare and circulate a form of written absentee ballot for Active Members. When that written absentee ballot is properly signed and dated by an Active Member and returned to the Secretary at or before the meeting, that written absentee ballot shall be deemed to be a valid proxy in favor of the Council of Elders authorizing the Chair, Vice Chair, Secretary, Financial Secretary, or Treasurer to vote on behalf of that Active Member strictly in accordance with that written ballot at that meeting or any adjournment of that meeting.

Section 6. Conduct of Meetings. Meetings of members shall generally follow accepted rules of parliamentary procedure described in *Robert's Rules of Order, Newly Revised*, subject to the following:

a. The chair of the meeting shall have absolute authority over matters of procedure, and there shall be no appeal from the ruling of the chair. The chair may require any person to leave the meeting who is not a member of record.

b. The chair may introduce nominations, resolutions, or motions submitted by the Council of Elders for consideration by the members without a motion or second. Except as the chair may allow, a resolution or motion not submitted by the Council of Elders

shall be considered for a vote only if proposed by an Active Member and seconded by a different Active Member.

c. Except as the chair may allow, in order to be acted upon at a business meeting, any matter not relating to a purpose described in the meeting notice shall be submitted in writing to the Council of Elders not less than three days prior to the meeting. If properly submitted, the matter shall be placed on the agenda for consideration in the manner determined by the Council or chair of the meeting.

ARTICLE III - COUNCIL OF ELDERS

Section 1. Delegation of Authority. This Church's membership prayerfully delegates to the Council of Elders all rights, duties, and powers specified in the Constitution and as further provided in these Bylaws.

Section 2. Powers and Duties. The Council of Elders shall propose, enact, and oversee the ministry and business affairs of this Church, receive minutes, and act upon recommendations from the Pastors, any Ministry Teams, and any Council committees. The Council of Elders or any of its members shall assume Pastoral duties in the absence or unavailability of one of the Pastors. The Council of Elders shall:

a. Be responsible for the life, spiritual health, and direction of this Church.

b. Establish, review, and modify as necessary the mission, vision, strategies, and policies of this Church.

c. Evaluate the need and effectiveness of each Ministry Area annually, including evaluation of performance against stated objectives.

d. Authorize the creation of new Ministry Areas when needed, and dissolve Ministry Areas which are no longer effective or appropriate, as provided in Article VII, *Committees, Task Forces, and Ministry Teams*, of these Bylaws.

e. Assure that the Church's spending is within the annual operating budget, and if revenue falls short of budgeted projections, shall delay, adjust, or reduce expenditures appropriately to keep expenses within the operating budget for the fiscal year.

f. Upon recommendation of a committee or Ministry Team, approve any special fund-raising project. The Council of Elders shall have authority to consider and accept a grant for a special ministry project. If deemed advisable, the Council may bring the grant to the Active Members for their approval as an amendment to the operating budget.

g. Maintain minutes of its business deliberations and decisions and make available those minutes to the membership of this Church. Personnel and pastoral care deliberations shall be held in confidence.

h. Prepare, implement, and monitor each pastoral compensation plan.

i. Provide for the growth, support, and development of the Senior Pastor and evaluate his performance.

j. Recommend to the Active Members the termination of employment of a Pastor or any other staff position. Termination of any staff position shall also be within the authority of the Senior Pastor.

Section 3. Number of Elders. The number of Elders which shall constitute the whole Council of Elders shall be determined by unanimous resolution of the entire Council of Elders, from time to time, subject to the limitations in the Constitution. The Council of Elders shall be comprised of not less than nine elected members and the Senior Pastor (as a voting member). The Treasurer shall be an *ex officio* (nonvoting) member of the Council. The Council shall have the authority, by unanimous vote of all members, to include other members of the Pastoral Team on the Council as *ex officio* (nonvoting) members. The Chair, Vice Chair, and Secretary of the Church shall be elected annually from among the Council.

Section 4. Qualifications. Each Elder must be an Active Member and meet the Scriptural qualifications for the office of Elder as outlined in 1 Timothy 3:8-13 and Titus 1. In addition, eligibility shall be based upon the person's active participation in this Church by proving leadership and demonstrating spiritual maturity for at least one year (*e.g.*, as a Ministry Team Leader).

Section 5. Nominations. The Nominating Committee shall prepare a list of qualified candidates for election to the Council of Elders for presentation to the Active Members at least one month prior to the annual business meeting of members. The list of candidates shall be sent to members with the notice of the meeting. A written absentee ballot for the election shall be prepared and mailed to all Active Members at least ten days before the meeting. Additional nominations by any Active Member may be made in writing to the Council of Elders at least seven days before the meeting. All nominations shall require the consent of the individual nominated.

Section 6. Term of Office; Election. The Council of Elders shall be elected by the Active Members to serve a three-year term, as provided in the Constitution. No person is eligible to serve more than two consecutive terms on the Council of Elders without at least one intervening term before becoming eligible for renomination to the Council of Elders. One class of Elders will be elected at each annual meeting. Elders will be elected individually, and not as a slate, by a plurality of the Active members represented and voting at the meeting.

Section 7. Removal and Discipline. An Elder may be removed from office prior to the expiration of his or her term only as follows:

a. An Elder may resign voluntarily.

b. An Elder may be removed from office, with or without cause, with or without notice, by two-thirds vote of the Active Members represented and voting at a properly convened business meeting.

c. An Elder shall be deemed to have vacated his or her office upon ceasing to be an Active Member; an Elder may be removed for cause if he or she moves from the vicinity and thereby can no longer serve effectively.

d. An Elder may be removed for cause from office, after receiving prior written notice, by unanimous vote of the entire Council of Elders (excluding the affected Elder) at any business meeting of the Council and not by written consent. Any Elder to be removed from office by the Council shall have the right, exercisable by giving written notice to the Council, to appeal that decision to the Active Members of this Church at a special business meeting called for this purpose. If the Elder does not give notice of an appeal within 15 days after the Counsel's removal action, then the Council's removal action shall become final and unappealable. If the Elder gives notice of appeal, then a special business meeting shall be called by the Council for this purpose, as provided in these Restated Articles of Incorporation and this Church's Bylaws, on a date that is not more than 30 days after the Council's action. At the special meeting, the Elder shall have the right to address the members concerning the Council's removal action. The Counsel's removal action shall be reversed, and the Elder shall continue in office for the remainder of his or her term, by a majority vote of the Active Members represented and voting at that meeting.

Section 8. Vacancies. Any vacancy occurring in the Council of Elders caused by resignation, removal, death, disqualification, or other incapacity, and any newly created eldership resulting from an increase in the number of Elders, may be temporarily filled by a majority vote of all Elders then in office, whether or not a quorum, or may be left vacant until the next annual election. Each Elder chosen to fill a vacancy or a newly created eldership shall hold office until the next election of Elders. For the next annual business meeting, the Nominating Committee shall nominate a candidate to fill the unexpired term. An Elder elected to fill an unexpired term shall be eligible to repeat his or her term once, and then must wait one term before becoming eligible for renomination to the Council.

ARTICLE IV - MEETINGS OF ELDERS

Section 1. Places of Meetings. The Council of Elders of this Church may hold meetings, both regular and special, at the Church or within Kent County, State of Michigan.

Section 2. Organizational Meeting of Council. The Council of Elders may meet immediately following each annual meeting of members and no notice of such meeting shall be necessary to convene the meeting, provided that a quorum is present. In the event such meeting is not held immediately following the annual meeting of members, the meeting may be held at such time and place as shall be specified in a notice given as provided in these Bylaws for special meetings of the Council of Elders, unless such notice shall have been waived by each of the Elders as provided in these Bylaws.

Section 3. Regular Meetings. Regular meetings of the Council of Elders may be held with or without notice at such time and at such place as from time to time shall be determined by the Council of Elders.

Section 4. Special Meetings. Special meetings of the Council of Elders may be called by the Chair, the Senior Pastor, or any Elder on two days' telephonic or written notice to each Elder. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council of Elders need be specified in the notice of such meeting.

Section 5. Council Quorum. At all meetings of the Council of Elders a majority of the members of the Council of Elders then in office shall constitute a quorum for the transaction of business, and the action of a majority of the Elders present at any meeting at which there is a quorum shall be the action of the Council of Elders, except as may be otherwise specifically provided by statute, the Constitution, or these Bylaws. If a quorum shall not be present at any meeting of the Council of Elders, the Elders present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Action Without a Meeting. Unless otherwise restricted by the Constitution or these Bylaws, any action required or permitted to be taken under authorization voted at any meeting of the Council of Elders, or of any committee of the Council, may be taken without a meeting if, before or after the action, all members of the Council then in office or of such committee, as the case may be, unanimously consent to the action in writing. The consent shall have the same effect as a vote of the Council or committee for all purposes. Any such written consent shall be filed with the minutes or proceedings of the Council or committee.

Section 7. Meeting by Telephone or Similar Equipment. The Council of Elders or any committee appointed by the Council of Elders may participate in a meeting of the Council or committee by means of conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 8. Waiver of Notice. An Elder's attendance at or participation in a meeting of the Council of Elders or any committee constitutes a waiver of notice of the meeting, unless the Elder at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the

meeting. Notice of any meeting of the Council or a committee need not be given to any person entitled thereto who waives such notice in writing, either before or after such meeting.

ARTICLE V - PASTORAL TEAM

Section 1. Pastoral Team. Subject to the direction of the Council of Elders, this Church and its membership shall be served and shepherded by a Pastoral Team headed by the Senior Pastor. The Pastoral Team shall have authority and responsibility for the ministries, staff, and operation of this Church. Pastors are accountable to the Council of Elders and Active Members. The Pastoral Team shall consist of all full-time and part-time Pastors called by the members of this Church in accordance with the Constitution and these Bylaws. The pastoral ministry of this Church shall be modeled after the New Testament pattern.

Section 2. Qualifications for a Pastor. Each Pastor shall meet the qualifications for Church membership and those of Pastor as outlined in 1 Timothy 3:2-7 and Titus 1:6-9. Pastors shall be ordained ministers with seminary training. Exceptions may be proposed by the Council of Elders and disclosed to the membership prior to the meeting at which the pastoral call will be considered.

Section 3. Calling a Pastor. A Pastoral Search Committee appointed by the Council of Elders shall make recommendations to the Council of Elders concerning candidates. The Council, in turn, shall bring recommended candidates' names before the membership of this Church. Upon recommendation of the Council of Elders, the Active Members shall consider and vote to call each Pastor of this Church at an annual or special business meeting of the membership in the same manner as provided for the election of Elders. The vote shall be taken by secret ballot. A Pastor shall be called upon receiving approval from a three-fourths majority vote of all Active Members represented and voting.

Section 4. Senior Pastor. The Senior Pastor shall serve as the chief operating officer of this Church. The Senior Pastor shall have authority and responsibility to lead the Pastoral Team and call each Pastoral Team member to accountability. The Senior Pastor shall be given authority and responsibility to carry out the purpose and mission of this Church, within the limits of the Constitution, these Bylaws, and the annual budget of this Church.

Section 5. Duties of the Senior Pastor. The Senior Pastor shall be the primary leader of this Church. He is responsible for the Pastoral Team, all other Church staff, and all Ministry Areas. The Senior Pastor may delegate authority and responsibility to the other Pastors, Ministry Team Leaders, church staff, and to lay leaders to carry out the mission of this Church. Additional responsibilities of the Senior Pastor shall be prescribed in a job description approved by the Council of Elders.

Section 6. Duties of All Pastors. The Pastoral Team, lead by the Senior Pastor, together with the Council of Elders, shall provide spiritual leadership for the congregation, with freedom of the pulpit under the direction of the Holy Spirit. The Pastoral Team shall meet regularly with the Council of Elders and shall perform additional duties as authorized by the Council, including

representing this Church at denominational and public functions. Additional responsibilities of each Pastor shall be prescribed in a job description approved by the Council of Elders.

Section 7. Evaluation of Pastors. The elected Elders shall have responsibility for the evaluation of the Senior Pastor. The Senior Pastor shall have responsibility, in coordination with the Council of Elders, for the evaluation of the other Pastors.

Section 8. Termination of Pastors. The Pastoral relationship may be terminated either by voluntary resignation or by action of the Active Members. Involuntary dismissal shall require a majority of votes cast by Active Members represented and voting at a business meeting of the membership. The vote shall be taken by secret ballot. A recommendation to dissolve the pastoral relationship may be brought by the Council of Elders by a two-thirds majority vote of the entire Council or by a petition signed by at least 25 percent of the Active Members.

Section 9. Other Staff. Pastoral assistants and other paid employees of this Church shall be hired, supervised, and discharged by the Senior Pastor, subject to the approval of the Council of Elders. Prior to securing the services of such personnel, the Senior Pastor shall provide the Council with a written job description, with salary and other considerations stipulated. All Church staff shall be responsible to the Senior Pastor, though grievances may be handled by the Council or a standing committee, or a Ministry Team designated by the Council. Reporting assignments and job descriptions shall be defined by the Senior Pastor and approved by the Council.

ARTICLE VI - CHURCH OFFICERS

Section 1. Officers. This Church shall have the following officers: Chair, Vice Chair, Secretary, Treasurer, Financial Secretary, and such other officers as the Council of Elders may prescribe. Each person who is elected and holding office shall have the powers and duties of that office provided in these Bylaws or as delegated by the Council of Elders.

Section 2. Election; Term. The Council of Elders shall annually elect from among its members the Chair, Vice Chair, and Secretary. The Treasurer and Financial Secretary shall each be elected in alternating years by the Active Members to serve a three-year term. No person is eligible to serve more than two consecutive terms as Treasurer or Financial Secretary without at least one intervening term before becoming eligible for renomination to the office. The Treasurer and Financial Secretary shall not serve concurrently as Elders on the Council.

Section 3. Chair. The Chair of the Council shall chair all Church and Council business meetings. The Chair shall be the chief executive officer of this Church. The Chair shall be responsible for the agenda of Council meetings and the tone and spiritual nature of the Council. The Chair shall oversee the implementation of actions and decisions of the Council. The Chair shall serve as an ex officio member of any committee, task force, or Ministry Team designated by the Council of Elders. The Chair shall call to accountability those Elders who have not produced agreed-upon objectives, goals, and standards.

Section 4. Vice Chair. The Vice Chair of the Council shall serve in the absence of the Chair and shall assume other responsibilities as directed by the Council of Elders.

Section 5. Secretary. The Secretary shall record and file minutes of all Council and Church business meetings and shall execute all affidavits and certificates regarding Church action. The Secretary shall regularly keep the Membership Rolls, and shall record all changes in membership status, as prescribed by these Bylaws. The Secretary shall transmit any requested letters of membership transfer.

Section 6. Treasurer. The Treasurer shall be the chief financial officer of this Church. The Treasurer shall have responsibility for overseeing the corporate funds and securities, except as otherwise provided by the Council of Elders. The Treasurer shall cause to be kept full and accurate accounts of this Church. He or she shall disburse the funds of this Church as may be ordered by the Council of Elders, taking proper vouchers for such disbursements, and shall render to the Council of Elders an account of all his or her transactions as Treasurer and of the financial condition of this Church. The Treasurer shall be a certified public accountant or shall have had comparable financial or accounting experience. The Church may purchase a fidelity bond for this office.

Section 7. Financial Secretary. The Financial Secretary shall confidentially keep full and accurate accounts of the pledges and charitable giving to this Church and shall provide receipts to those persons making contributions in accordance with applicable tax laws and regulations. The Church may purchase a fidelity bond for this office.

Section 8. Absence of Officer or Pastor. In the case of the absence or inability to act of any officer or Pastor, or for any other reason that the Council of Elders may deem sufficient, the Council of Elders or the Chair may temporarily delegate the powers or duties of such office to any other officer, Pastor, or Elder.

Section 9. Signing Authority. The Chair, Vice Chair, Secretary, Financial Secretary, Treasurer, or Senior Pastor are each authorized to sign any document or instrument as an officer on behalf of this Church. If authorized by the Active Members, any transaction involving the transfer or mortgage of real estate shall require two officers' signatures. Any other contract, note, check, demand for money, order to pay money, proxy, and other instrument binding on this Church may be signed by any one or more officers or persons as authorized by these Bylaws or by the Council of Elders from time to time. Any signature on any note, check, demand, or order shall not be signed by the facsimile signature.

ARTICLE VII - COMMITTEES, TASK FORCES, AND MINISTRY TEAMS

Section 1. Creation and Powers. Except as otherwise provided in this Article VII, the Council of Elders may create and dissolve one or more standing committees, ad hoc committees, task forces, or Ministry Teams and assign such powers and responsibilities as the Council deems necessary, appropriate, or convenient to the purpose. The Council of Elders shall appoint, and may

remove, the chair of each such committee, task force, or Ministry Team, who shall be an Active Member. Any willing member or nonmember may serve on a committee, task force, or Ministry Team, except as otherwise provided in this Article VII.

Section 2. Elected Standing Committees. The following standing committees shall be elected annually, and may be removed, by the Active Members in the same manner as the election and removal of members of the Council of Elders, and shall have the following responsibilities:

a. Election of Nominating Committee. The Nominating Committee shall consist of six Active Members with spiritual discernment and familiarity with this Church body as a whole. Committee members shall serve a two-year term; three members shall be elected at each annual business meeting of the membership. Members of this Committee shall annually elect a chair from among themselves. A person shall not concurrently serve as a member of the Nominating Committee and the Council of Elders. There shall be no consecutive terms. A Pastor shall also serve on this Committee. A candidate for this Committee may voluntarily submit his or her name to the Secretary, or may be nominated by an Active Member, for inclusion on a list of nominees distributed to Active Members prior to the annual meeting, or may be nominated by any Active Member at the annual meeting. Members of this Committee shall be elected individually, and not as a slate, by a plurality of the Active Members represented and voting at the annual business meeting.

b. Responsibilities of Nominating Committee. The Nominating Committee shall annually submit to the Active Members a list of one or more willing, qualified candidates for each elective office, including at least three candidates for this Committee. This Committee shall prepare ballots for all elections and tabulate the voting results. In case of vacancies in elected offices, this Committee shall recommend a replacement to this Church's Active Members in the same manner as other candidates.

c. Election of Auditing Committee. The Auditing Committee shall consist of three Active Members who are known for their honesty, integrity, and sound financial judgment and at least one member shall be, or shall have been, qualified as a certified public accountant. Committee members shall serve a three-year term; one member shall be elected at each annual business meeting of the membership. Members of this Committee shall annually elect a chair from among themselves. There shall be no consecutive terms. Candidates for this Committee shall be nominated by the Nominating Committee. The Elders, Pastors, Treasurer, and the Financial Secretary shall not simultaneously serve on this Committee.

d. Responsibilities of Auditing Committee. The Auditing Committee shall review and submit a written statement as to the condition of the financial books and records of this Church to be included in an annual report to members.

Section 3. Ministry Teams. Ministry Teams are groups of individuals from the congregation who join together to perform a specific ministry, called a "Ministry Area" (e.g., missions, evangelism, or youth ministries). Each Ministry Area shall be created, and may be dissolved, by resolution of the Council of Elders. Each team shall be led by a Ministry Team Leader, who shall be an Active Member, under the supervision of one or more Pastors or Elders. Each team shall have specific goals and objectives and, typically, a specific budget. Each team shall be annually reviewed in light of its goals and objectives, and shall be accountable to the Council of Elders.

a. Leaders. Each Ministry Team Leader are annually appointed by the Council of Elders upon the recommendation of the Pastoral Team. Each Ministry Team Leader's work shall be evaluated annually. Each leader shall be provided with support, direction, and training as needed by the Pastor(s) or Elder(s) charged with oversight of that Ministry Area. Each Ministry Team Leader shall:

(1) Be responsible for planning the work, obtaining required resources, assigning tasks, following up, and providing leadership to his or her Ministry Team.

(2) Develop annual budget recommendations to be submitted to the Council of Elders or a standing committee or Ministry Team designated by the Council.

(3) Provide an annual report to the Council of Elders regarding the work and effectiveness of the Ministry Team.

(4) Provide recommendations to the Council of Elders for goals, strategies, and objectives to accomplish the mission of the Ministry Team

b. Team Members. Individuals are annually chosen to serve on a Ministry Team by the Ministry Team Leader and the Pastor or Elder responsible for the Ministry Area. Participation in any team shall be open to members and nonmembers of this Church, except as may otherwise be prescribed by the Council.

ARTICLE VIII - FINANCES

Section 1. Income and Expenses. The income of this Church shall be derived primarily from voluntary contributions, including tithes, offerings, and deferred gifts of its members and friends. Receipts of cash, securities, and other valuable property shall be deposited in the name, and to the credit, of this Church in such depositories as may be designated by the Council of Elders. Proper accounting and control of income from any and all sources shall be established and maintained by the Treasurer, Financial Secretary, and the Council of Elders. A method of accounting and control of all expenditures shall be established by the Treasurer with the approval of the Council of Elders.

Section 2. Pledges and Charitable Contributions. The names of donors, the amounts of their pledges and charitable contributions, and all related records of this Church shall be treated confidentially, except as specifically authorized for disclosure by the donor. The Financial Secretary shall have custody of these records and control of this information. The Financial Secretary may only disclose this information to the Council of Elders and Pastoral Team to the extent necessary to determine qualification for Active Membership as prescribed in these Bylaws.

Section 3. Annual Budget. The Treasurer shall be responsible to monitor the expenditures of Church funds within the limits of the annual budget. The Treasurer shall be responsible to compile a budget in a timely manner, as requested by the Council of Elders, and shall submit the budget to the Council for its approval prior to the Council's presentation of the recommended budget to the Active Members for their final acceptance.

Section 4. Financial Statements; Accounting Reviews and Audits. Except for the confidential records and information maintained by the Financial Secretary, and except for confidential personnel matters, the financial books and records of this Church shall be available for inspection by any Active Member during regular business hours. The Treasurer shall prepare and submit to the Council of Elders and the membership periodic financial statements not less than quarterly during each fiscal year. The Audit Committee shall annually review and report to the Council and membership on the financial statements and on the condition of the financial books and records of this Church. The Council may, from year to year, choose to engage an independent auditor to review or audit all or any portion of this Church's financial statements, books, records, and financial management. The report of any independent auditor shall be submitted to, and reviewed by, the Audit Committee, then the Council, and shall then be made available to the membership.

ARTICLE IX - INDEMNIFICATION

Section 1. Actions and Suits Brought by Others. Except as limited by the Constitution:

a. This Church shall indemnify and hold harmless (fully reimburse and make whole) an Elder who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, *other than an action by or in the right of this Church,* by reason of his or her service to this Church. Such indemnification shall cover expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of this Church or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

b. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of this Church, or its members, or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

c. An officer, employee, representative, agent, member, or person other than an Elder of this Church may be similarly indemnified in respect of such service to the extent authorized at any time by the Council of Elders, except as otherwise provided by statute or the Constitution.

Section 2. Actions and Suits in the Name of this Church. Except as limited by the Constitution:

a. This Church shall indemnify and hold harmless (fully reimburse and make whole) an Elder who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit *by or in the right of this Church* to procure a judgment in its favor by reason of his or her service to this Church. Such indemnification shall be against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this Church or its members.

b. No indemnification under this Section of this Article shall be made in respect of any claim, issue, or matter as to which such person shall have been found liable to this Church, except to the extent authorized in Section 5, *Determination by Court*, of this Article.

c. An officer, employee, representative, agent, member, or person other than an Elder of this Church may be similarly indemnified in respect of such service to the extent authorized at any time by the Council of Elders, except as otherwise provided by statute or the Constitution.

Section 3. Authorization of Indemnification. Any indemnification of any person under Sections 1 and 2 of this Article shall be made by this Church only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. Such a determination shall be made:

a. By the Council of Elders by a majority vote of a quorum consisting of Elders who were not parties or threatened to be made parties to such action, suit, or proceeding; or

b. If such a quorum is not obtainable, by a majority vote of a committee appointed by the Council of Elders consisting solely of two or more Elders not at the time parties or threatened to be made parties to the action, suit, or proceeding; all Elders may participate in the appointment of a committee under this subsection; or

c. By all independent Elders who are not parties or threatened to be made parties to the action, suit, or proceeding; or

d. By the members, but a person who is a party or threatened to be made a party to the action, suit, or proceeding may not vote; or

e. By order of a court of competent jurisdiction.

Section 4. Advancing of Expenses. This Church may pay or reimburse the reasonable expenses incurred by a person who is or may be entitled to indemnification under this Article and who is a party or threatened to be made a party to an action, suit, or proceeding described in Section 1 or 2 of this Article in advance of final disposition of the proceeding if:

a. The person furnishes this Church a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article; and

b. The person furnishes this Church a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct; and

c. A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by Subsection b. above must be an unlimited general obligation of the person but need not be secured. Determinations of payments under this Section shall be made in the manner specified in Section 3 of this Article.

Section 5. Determination by Court. An Elder who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. This Church shall indemnify such person if the court determines that the person is fairly and reasonably entitled to indemnification under this Article in view of all the relevant circumstances.

ARTICLE X - GENERAL

Section 1. Open Meetings. All meetings of the Council of Elders or any committee, task force, or Ministry Team shall be open to any member of this Church. The Council of Elders may declare an executive session for purposes of discussing any confidential matter.

Section 2. Quorums. Unless otherwise specified in these Bylaws, a quorum for the conduct of business at any committee, task force, or Ministry Team meeting shall consist of a majority of the members of that committee, task force, or Ministry Team.

Section 3. Vote Required. Unless otherwise designated in the Constitution or these Bylaws, any proposed action shall be authorized by any committee, task force, or Ministry Team upon approval by a simple majority of the members represented and voting.

Section 4. Conduct of Meetings. Any meeting of members or of the Council of Elders follow generally accepted rules of parliamentary procedure as described in *Robert's Rules of Order, Newly Revised.*

Section 5. Minutes. Minutes of all meetings of the Council of Elders or any committee, task force, or Ministry Team, if prepared, shall be submitted to this Church for distribution to the Council of Elders, shall be made available to any member upon request, and shall be kept on file for the purpose of general information. Confidential portions of any meeting may be separately recorded.

Section 6. Scriptural Interpretation. All scriptural passages referred to in these Bylaws will be interpreted in conformity with the Covenant's teaching and practice. If a question arises from the membership relating to the application of any passage, such concerns shall be referred to the Covenant to be handled in the manner established by the Covenant.

Section 7. Calendar Year. This Church's calendar shall be as follows:

a. The fiscal year shall be the calendar year.

b. The annual business meeting and elections shall be annually fixed by the Council of Elders, but shall not be later than the last Sunday in February.

c. The organizational meeting of the new Council of Elders shall follow the annual meeting in February.

d. Elected officials shall assume their offices on March 1.

e. The annual budget shall be submitted to the Council of Elders in December and shall be submitted for approval to the Active Members in February.

ARTICLE XI - BYLAWS AMENDMENTS

Section 1. Proposals. Subject to the limitations contained in the Constitution and these Bylaws, any proposed amendment to these Bylaws shall be submitted in writing for review by the Council of Elders. The proposal shall be submitted to the active membership of this Church if approved by a majority of the Council of Elders or if proposed by petition of active members representing not less than 25 percent of the active membership of this Church.

Section 2. Action on Proposals. If any proposed amendment is approved by the Council of Elders or proposed by the requisite number of Active Members, a copy of the proposed amendment shall be distributed to this Church's active membership, together with the recommendation of the majority of the Council of Elders and a summary of any minority views expressed by other members of the Council of Elders. The proposed amendment, Council's recommendation, and any minority views shall be distributed to Active Members at least 30 days prior to the annual or special membership meeting at which the amendment will be considered.

Section 3. Approval of Amendments. All amendments to these Bylaws shall require a two-thirds majority of the votes cast by Active Members represented and voting at any business meeting of the members. When approved, written notice of the amendment and its effective date shall be sent to all members.

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