



The Village Church

D E N T O N

THE VILLAGE CHURCH DENTON BYLAWS

Effective March 1, 2015

ARTICLE I. NAME

ARTICLE II. MISSION STATEMENT

ARTICLE III. OFFICES

- 3.1 Principal Office
- 3.2 Other Offices

ARTICLE IV. NONPROFIT STATUS

ARTICLE V. PURPOSES

ARTICLE VI. POWERS AND RESTRICTIONS

ARTICLE VII. AFFILIATIONS

ARTICLE VIII. MEETINGS

- 8.1 Public Worship
- 8.2 Church Business Meetings

ARTICLE IX. ARTICLES OF FAITH

- 9.1 Statement of Biblical Authority
- 9.2 Statement of Basic Belief
- 9.3 Statement on Marriage and Sexuality

ARTICLE X. MEMBERSHIP

- 10.1 Requirements
- 10.2 Responsibilities
- 10.3 Voting by Members
- 10.4 Formal Dispute Resolution
- 10.5 Membership Renewal and Removal

ARTICLE XI. CHURCH DIRECTORS (ELDERS), OFFICERS, AND DEACONS

- 11.1 Directors (Elders)
 - 11.1.1 Definition and Powers
 - 11.1.2 Lay Elders and Vocational Elders
 - 11.1.3 Qualifications
 - 11.1.4 Duties of the Elder Board
 - 11.1.5 Duties of the Vocational Elders
 - 11.1.6 Selection and Term of Office
 - 11.1.7 Removal
 - 11.1.8 Elder Meetings
 - 11.1.9 Definition of Quorum and Passing Vote
- 11.2 Officers
 - 11.2.1 Election
 - 11.2.2 Removal of Officers
 - 11.2.3 Duties
- 11.3 Deacons
 - 11.3.1 Definition and Qualifications
 - 11.3.2 Lay Deacons and Vocational Deacons
 - 11.3.3 Election Term of Deacons
 - 11.3.4 Duties of Lay Deacons
 - 11.3.5 Duties of Vocational Deacons
 - 11.3.6 Vacancies

- 11.3.7 Appointments and Confirmation
- 11.3.8 Removal of Deacons
- 11.3.9 Deacon Meetings

ARTICLE XII. ORDINATION AND LICENSING

ARTICLE XIII. CHURCH DISCIPLINE

ARTICLE XIV. CHURCH DISRUPTIONS

ARTICLE XV. INDEMNIFICATION

- 15.1 Powers of the Church
 - 15.1.1 Power to Indemnify and Hold Harmless
 - 15.1.2 Power to Pay Expenses in Advance of Final Disposition
 - 15.1.3 Expansion of Powers
 - 15.1.4 Limitation of Powers
- 15.2 Indemnification of Directors, Officers, Employees and Agents
 - 15.2.1 Mandatory Indemnification
 - 15.2.2 Permissive Indemnification
 - 15.2.3 Character of Rights
 - 15.2.4 Rights Not Exclusive
- 15.3 Insurance
- 15.4 Survival of Benefits
- 15.5 Severability
- 15.6 Prohibition Against Private Inurement

ARTICLE XVI. CONFLICT OF INTEREST POLICY

- 16.1 Purpose
- 16.2 Definitions
 - 16.2.1 Interested Person
 - 16.2.2 Financial Interest
- 16.3 Procedures
 - 16.3.1 Duty to Disclose
 - 16.3.2 Determining Whether a Conflict of Interest Exists
 - 16.3.3 Procedures for Addressing the Conflict of Interest
 - 16.3.4 Violations of the Conflicts of Interest Policy
- 16.4 Records of Proceedings
- 16.5 Compensation

ARTICLE XVII. WHISTLEBLOWER POLICY

- 17.1 Purpose
- 17.2 Procedure
 - 17.2.1 Reporting Responsibility
 - 17.2.2 Acting in Good Faith
 - 17.2.3 Reporting Violations.
 - 17.2.4 Accounting and Auditing Matters
 - 17.2.5 Evidence
 - 17.2.6 Investigation of Complaint
 - 17.2.7 Handling of Reported Violations
- 17.3 Safeguards

- 17.3.1 Confidentiality
- 17.3.2 No Retaliation
- 17.3.3 Harassment or Victimization
- 17.3.4 Malicious Allegations

ARTICLE XVIII. EMERGENCY POWERS

ARTICLE XIX. TRANSACTIONS OF THE CHURCH

- 19.1 Contracts and Legal Instruments
- 19.2 Deposits
- 19.3 Gifts
- 19.4 Ownership and Distribution of Property

ARTICLE XX. BOOKS AND RECORDS

- 20.1 Required Books and Records
- 20.2 Fiscal Year
- 20.3 Independent Financial Audit

ARTICLE XXI. DISSOLUTION AND MERGERS

ARTICLE XXII. ADMINISTRATIVE PROVISIONS

- 22.1 Definitions
- 22.2 Electronic Notice
 - 22.2.1 Consent to Electronic Notice
 - 22.2.2 Revocation of Consent of Electronic Notice
 - 22.2.3 Effective Date of Delivery
- 22.3 Amendments and Alterations

ARTICLE I. Name

The name of this corporation is The Village Church Denton. This corporation will be further referred to in these Bylaws as the "Church" and also may be referred to in these Bylaws by and may do business as "The Village Church," "The Village," and such other names as the Elders of the Church, as defined in §11.1 beginning on page , shall determine from time to time.

ARTICLE II. Mission Statement

The Village Church Denton exists to bring glory to God by being and making disciples of Jesus Christ.

ARTICLE III. Offices

Principal Office

The principal office for business transactions of the Church is 1106 W. Oak Street, Denton, TX US 76201. This office is located in Denton County.

The Elders shall have full power and authority to change the principal office from one location to another. The Church secretary shall record any change in the location of the principal office.

Other Offices

The Elders of the Church shall have power and authority to establish other offices, campuses, sites and locations at any place or places where the Church is qualified under applicable law to conduct its business.

ARTICLE IV. Nonprofit Status

The Church is a nonprofit corporation under the laws of the state of Texas and is organized under the Texas Business Organization Code, as amended (the "Code"). Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

ARTICLE V. Purposes

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- (a) to promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation;
- (b) to ordain, employ and discharge ordained ministers of the gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere;
- (c) to collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere;
- (d) to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended; and

(e) to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church; provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE VI. Powers and Restrictions

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

The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (a) any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (b) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (c) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (d) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE VII. Affiliations

The Church is autonomous and maintains the right to govern its own affairs, independent of denominational control. Recognizing, however, the benefits of cooperation with other churches in the fulfillment of its purposes, the Church may voluntarily affiliate with other churches and conventions by a passing vote of the Elders, as defined in §11.1.9.

ARTICLE VIII. Meetings

Public Worship

Meetings for public worship shall be held at such times and places as may be provided for under the direction of the Elders.

Church Business Meetings

The Elders shall have the authority to call a Church business meeting or special meetings as needed.

ARTICLE IX. Articles of Faith

Statement of Biblical Authority

At the center of Christian faith and practice stands the belief that God has spoken to the world in the person and work of Jesus Christ, which is accurately and authoritatively revealed in the Christian Bible (“the Bible,” “Scripture” or “the Scriptures”). The Bible is the inspired, inerrant and sufficient Word of God and is thus the ultimate authority for life, faith and morals. Though the various theological statements of the Church reflect succinct summaries of biblical boundaries, it is the Bible itself to which we are in ultimate submission.

Members (as defined in §10.1) have the responsibility and opportunity to engage Elders (as defined in §11.1 on page) and Deacons (as defined in §11.3) on areas of theological disagreement. However, membership carries with it the implicit understanding that the Elders shall function as the interpretive authority on biblical meaning and application for the purpose of Church doctrine, practice, policy and discipline.

Statement of Basic Belief

The following Statement of Basic Belief represents the core orthodox beliefs of the Church from a biblical and historical perspective. While Church Members are not required to fully understand or articulate all aspects of the Statement of Basic Belief, the explicit rejection of any part of it disqualifies one from membership in The Village Church. Revisions to the Statement of Basic Belief in order to more clearly align to Scripture shall be at the sole discretion of the Elders, with the understanding that such changes will be communicated to the Members of the Church.

We believe . . .

- The Scriptures are true, authoritative and sufficient (Psalm 19:7-11; 2 Timothy 3:16; 2 Peter 1:20-21).
- There is only one God (Deuteronomy 6:4; Isaiah 46:9-10; John 17:3, 1 Corinthians 8:4:-6; 1 Timothy 2:5).
- The Father is God. The Son is God. The Holy Spirit is God. The Father is neither the Son nor the Holy Spirit. The Son is neither the Father nor the Holy Spirit. The Holy Spirit is neither the Father nor the Son (Genesis 1:26; Psalm 45:6-7; Psalm 110:1; Matthew 3: 13-17; Matthew 28: 17-20; 1 Corinthians 12:4-6).
- I am, along with all humanity (Christ excluded), by birth and action a sinner (Genesis 6:5; Psalm 51:5; Jeremiah 17:9; Romans 3:23; 5:8, 12-21, 7:18; Ephesians 2:1-3).
- The deserved penalty for sin is death, both physical and spiritual (Genesis 2:15-17; Genesis 3:19, Romans 5:12; 6:23, James 1:14-15).
- Jesus Christ is the eternal Son of God, was born of a virgin and is both fully God and fully human (Matthew 1:20; Luke 2:52; John 1:1-4, 14; Colossians 1:15-20; Hebrews 1:1-3).
- Jesus Christ died as my substitute to pay the penalty for my sin (John 1:29; 10:1-18, Romans 5:8, 1 Corinthians 15:1-4; 2 Corinthians 5:21; Galatians 1:4; 1 Peter 3:18).
- Jesus Christ physically rose from the dead (Matthew 28:1-20; Mark 16:1-8; Luke 24:1-53; John 1:20-21:25; 1 Corinthians 15:12-34).
- Jesus Christ physically ascended into heaven and will one day physically return (John 14:3; Acts 1:11; 1 Thessalonians 4:16; Hebrews 9:28; 1 John 3:2; Revelation 1:7).

- There will be a future physical resurrection of the dead. Those who trust in Jesus Christ alone will be raised to eternal reward. Those who have not trusted in Jesus Christ will be raised to eternal punishment (Matthew 25:31-46; John 5:28-29; Acts 24-15).
- Only by trusting in the person and work of Jesus Christ alone can I be reconciled to God and experience true life and joy (John 3:18, 14:6; Acts 4:12; Romans 3:21-26; 1 Timothy 2: 5-6).

Statement on Marriage and Sexuality

It is the biblical position that marriage involves the union of one man and one woman in permanent sacred fidelity. Though various cultures and customs have evolving definitions of marriage, it is God alone who has ultimate authority to prescribe and describe the marital relationship (Genesis 2:24, Matthew 19:1-9, Mark 10:1-12).

Furthermore, sexual intimacy is only properly exercised and pursued within the confines of this marital relationship. Sexual immorality, defined as any sexual activity outside of the boundaries of the sacred marital relationship between one man and one woman, is clearly and expressly prohibited by the Bible (Matthew 15:19, 1 Corinthians 6:9-11, 1 Thessalonians 4:3, Hebrews 13:4).

As a consequence, the Church regards any and all forms of sexual immorality, including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, pornography or even lustful intent toward such, as sinful and ultimately unsatisfying. Moreover, the Church also regards as sinful the intent or desire to surgically alter one's biological sex to a different sex. Since the body is a creation of God, the Church holds sexual identity to be biologically determined, and associated gender norms are to be observed as appropriate to biblical standards. Disagreement with one's biological sex only leads to spiritual confusion and emotional chaos (Genesis 1:27, Romans 1:26-32, 1 Corinthians 6:9-11).

In order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical example to the Church Members and the community, it is imperative that all persons employed by the Church in any capacity or united to the Church in membership should abide by and agree to this §9.3, "Statement on Marriage and Sexuality" and conduct themselves accordingly.

Though sinful sexual expression is egregious (as is all sin), the gospel provides redemption and restoration to all who confess and forsake their sin, seeking mercy and forgiveness through Jesus Christ (1 Corinthians 6:9-11, Ephesians 2:1-10, Titus 3:3-7).

Furthermore, there is a difference between temptation and unrepented sin. Jesus was tempted in all ways as we are, yet He never sinned. Members, employees, volunteers and attendees of the Church wrestling with all manner of sexual temptation will find a Church ready to point them to Jesus and join with them to fight for their obedience to Christ. Jesus called the weary and heavy-laden to Himself. As a church desiring to follow Christ fully, the Church will be a safe place for men and women fighting sexual temptations of all kinds. For those fighting temptation and repenting of sin, the Church will provide love, care and direction (Matthew 11:28-30, 1 Corinthians 10:13, Hebrews 2:17-18, Hebrews 4:14-16).

The Church's Statement on Marriage and Sexuality does not provide grounds for bigotry, bullying or hate, as we fully believe that every person must be afforded compassion, love, kindness, respect and dignity, regardless of his or her lifestyle. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated as sinful and are not in accordance with the Scriptures nor the doctrines of the Church.

This §9.3 specifically gives the Elder board the right and authority to prohibit acts or omissions, including but not limited to (a) permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be—or, in the sole determination of the Elders, could be perceived by any person to be—inconsistent with this Statement on Marriage and Sexuality; and (b) permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than that contained in this Section.

The Church's Statement on Marriage and Sexuality is based upon God's will for human life as conveyed to us through the Scriptures, upon which this Church has been founded and anchored, and this §9.3 shall not be subject to change through popular vote; referendum; prevailing opinion of Members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

ARTICLE X. Membership

Requirements

Membership within the Church is first predicated on one becoming a genuine follower of Jesus Christ through having responded by faith by the drawing of the Holy Spirit to the message of the gospel. In addition, Members shall have completed all of the requirements of membership as defined by the Elders; and Members shall have signed the Church [Membership Covenant](#), as it is revised, amended or restated from time to time, thus committing themselves to the responsibilities therein assigned.

Responsibilities

Membership within a local church carries both privileges and responsibilities. Members of the Church are held accountable to the responsibilities of general Christian obligations comprehensively though not exhaustively outlined within the Church's [Membership Covenant](#). These responsibilities include praying for and pursuing both corporate health and individual holiness.

In signing the Membership Covenant, Members attest that they have completed the membership process as instructed, read the Membership Covenant, and are willingly covenanting:

- to submit to the authority of the Scriptures as the final arbiter on all issues (Psalm 119; 2 Timothy 3:14-17; 2 Peter 1:19-21).
- to pursue the Lord Jesus Christ through regular Bible reading, prayer, fellowship and practice of spiritual disciplines (Luke 18:1; Acts 17:11; 1 Corinthians 9:24-27; Ephesians 5:1-21; 1 Thessalonians 5:12-22).
- to follow the command and example of Jesus by participating in the ordinances prescribed to His Church:
 - by being baptized after conversion.
 - by regularly remembering and celebrating the person and work of Christ through communion
- to steward the resources God has given each Member, including time, talents, spiritual gifts and finances. This stewardship includes regular financial giving, service and participation in community that is sacrificial, cheerful and voluntary (Matthew 25:14-30; Romans 12:1-2; 2 Corinthians 8-9; 1 Peter 4:10-11).
- by God's grace through the power of the Holy Spirit, to walk in holiness in all areas of life as an act of worship to Jesus Christ (1 Peter 1:13-16, 4:1-3). Members should strive to put certain attitudes and actions to death while stirring and stimulating love and good deeds through the Spirit. Below are a few examples of actions addressed in the Scriptures:
 - Members will practice complete chastity unless married and, if married, complete fidelity within heterosexual and monogamous marriage. Complete chastity and fidelity means, among other things, that regardless of a Member's marital status, such Member will pursue purity and abstain from sexually immoral practices such as adultery, homosexuality, premarital sex and pornography (Romans 13:11-14; 1 Corinthians 6:15-20, 10:8; Ephesians 5:3; 1 Thessalonians 4:1-8; Hebrews 13:4).
 - Each Member will seek to preserve the gift of marriage and agree to walk through the steps of marriage reconciliation at The Village Church before pursuing divorce from his or her spouse (Matthew 19:1-12; Mark 10:1-12; Luke 16:18; 1 Corinthians 7:10-11; for the role of the church in the process of divorce, see Paul's concern for the resolution of legal matters within the assembly of the church in 1 Corinthians 6).
 - Members will refrain from illegal drug use, drunkenness, gossip and other sinful behavior as the Bible dictates (Romans 1:28-32, 13:13; Galatians 5:19-21; Ephesians 5:18; James 3:3-18).
- to refrain from such activities that the Scriptures would deem foolish (Romans 14:14-23).
- to take seriously the responsibility of Christian freedom, especially actions or situations that could present a stumbling block to another (1 Corinthians 8:1-13).
- to submit to the discipline of God through His Holy Spirit by:
 - following the biblical procedures for church discipline where sin is evident in another, the hope of such discipline being repentance and restoration.

- receiving righteous and loving discipline as explained in Article XIII of these Bylaws when approached biblically by fellow believers (Psalm 141:5; Matthew 18:15-20; 1 Corinthians 5:9-13; Hebrews 12:5-11).
- to do the following when the Member sins:
 - confess the sin to God and to fellow believers.
 - repent and seek help to put the sin to death (Romans 8:13; Colossians 3:5; James 5:16; 1 John 1:6-10).
- to submit to the Elders and other appointed leaders of the Church and diligently strive for unity and peace within the Church (Ephesians 4:1-3; Hebrews 13:17; 1 Peter 5:5).
- to do the following should I leave the Church for righteous reasons:
 - to notify the appropriate Elder or Deacon.
 - to seek another church with which I can carry out my biblical responsibilities as a believer.

Voting by Members

The Members of the Church shall vote on the matters of (a) the annual operating budget; (b) any loan that results in cumulative indebtedness exceeding twenty percent (20%) of the current, annual Church operating budget; (c) disposition of substantially all of the Church's assets; (d) merger or dissolution of the Church; (e) any proposed change to these Bylaws that would reduce, revoke or otherwise attenuate a right granted to the Members in the then-current Bylaws; and (f) other actions deemed major and extraordinary by the Elders.

The time, place and nature of upcoming votes will be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments and concerns, which will be considered by the Elders on a case-by-case basis. Voting shall take place during public worship services or a special business meeting as determined in the sole discretion of the Elders. Only Church Members shall be permitted to vote on any matter under this §10.3. A simple majority, defined as a result greater than 50% when the number of affirmative votes are divided by the number of total votes cast, shall constitute a passing vote. Voting results shall be communicated to Church Members not later than thirty (30) days following such vote.

Formal Dispute Resolution

Members shall refrain from filing lawsuits against the Church and submit to Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all formal disputes Article XIII which may arise between any Member of the Church and the Church itself, or between any Member of the Church and any Elder, employee, volunteer, agent, or other Member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in these Bylaws, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of Members.

Membership Renewal and Removal

Membership is reviewed and renewed on a periodic basis. Members can be removed through (a) failure to renew their membership, (b) voluntary resignation of membership by one in good standing, (c) death, or (d) a decision by the Elders as a

result of the disciplinary process. Members are prohibited from voluntarily resigning their membership while subject to the formal disciplinary process.

ARTICLE XI. Church Directors (Elders), Officers, and Deacons

Directors (Elders)

Definition and Powers

The overall policy, control, direction and management of the ministry, operations and finances of the Church shall be vested in the Elder body. The Elders are designated as the directors of this corporation as the term is defined and used in the Texas Nonprofit Corporation Act. Subject to the provisions and limitations of the Texas Nonprofit Corporation Act, any limitations in the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the direction of the Elders. As used in this §11.1 and throughout these Bylaws, the terms “Elders,” “Elder body” and “Elder board” are used interchangeably to mean a quorum of Elders acting in accordance with §11.1.8 herein.

The total number of Elders shall not be less than three (3). Until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional Elders as may from time to time be nominated and elected in accordance with these Bylaws. The Elder board shall include at least one Vocational Elder, as such position is defined in §11.1.2 below. If for any reason the Elder board does not include at least one Vocational Elder, then the Elders shall begin the process outlined in §11.1.6 below to restore the required composition.

Elders are entrusted with the governance of the Church, leading the Church from a centralized vantage point. The Elder board’s oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as well as the oversight of all ministry, operations and finances of the Church. The Elders are also responsible for being obedient to the Scriptures in the doctrine of the Church, establishing the overall vision of the Church and appointing new Elders.

Lay Elders and Vocational Elders

Lay Elders are defined as those Elders who are not in the employ of the Church as a regular part-time or full-time staff member. Vocational Elders (also called “Pastors”) are defined as those Elders who are in the employ of the Church as a regular part-time or full-time staff member.

Lay Elders shall not receive compensation or salaries for their service. Vocational Elders may receive reasonable compensation for fulfilling their vocational responsibilities as employees of the Church. A Vocational Elder shall neither vote on nor determine his own personal salary or benefits or designate his personal housing allowance.

All personnel employed by the Church (Vocational Elders and Vocational Deacons) shall act in accordance with the current Elder-approved Personnel Policies and Procedures document, as it may be revised, amended or restated from time to time.

The Church will reserve employment for men and women who believe and confess essential biblical convictions and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employee who fails to meet this general standard of faith and practice.

The Elder board will maintain a simple majority of Lay Elders. If for any reason the composition of the Elder body does not consist of a simple majority of Lay Elders, then the Elders will begin the process outlined in §11.1.6 below to restore the required composition.

Qualifications

The minimum qualifications for Elders shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including without limitation the requirement that Elders be men. In addition to the minimum qualifications given in Scripture, Elders must be Members who fully subscribe to Church's Articles of Faith (Article IX, page) and are actively involved in the ministry of the Church. The Elders may at any time create, alter, amend, repeal or restate resolutions establishing additional qualifications outside of those listed in the above scriptures.

Duties of the Elder Board

The duties of the Elders shall include, but not be limited to, leading the Church to fulfill the purposes of the Church.

The Elder board, as a group, shall hire, supervise, and terminate all employees of the Church; the Vocational Elders, as individuals, shall supervise those employees reporting to them hierarchically within the Church staff. The Elders may delegate to Church employees any and all duties and responsibilities the Elders deem reasonable, subject to the rights, if any, of the person under contract of employment.

The Elders of the Church shall vote on the matters of (a) appointment of any Elder or Deacon, (b) doctrinal issues, (c) removal of any Elder or Deacon, and (d) other actions deemed major and extraordinary by the Elders. Elder votes on any matter may be communicated to the Church at the sole discretion of the Elders, other than a vote on the appointment or removal of any Elder or Deacon, which shall follow the procedure outlined in §11.1.5, §11.1.6, §11.1.7, §11.3.7, and §11.3.8 respectively 11.1.5 below.

The Elders shall make the final determination in regards to any ecclesiastical questions. The Elders shall be the express and final arbiter of ecclesiastical polity, religious doctrine, and questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect, consistent with these Bylaws. In deciding such matters, the Elders shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Bible and the tenets of faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Elders according to the teachings of the Bible.

The Elders shall also hire and terminate Vocational Deacons (§11.3.3), appoint and remove Lay Deacons (§11.3.4) and appoint and remove Members (§10.5), shepherd Deacons and Members, have oversight of the membership process (Article X of these Bylaws), oversight of the discipline process (§10.5), care for missionaries, ministry contextualization and implementation, oversight of Deacons (Defined in §11.3), oversight of discipleship, and financial stewardship of ministries.

Duties of the Vocational Elders

The Vocational Elders shall have comprehensive oversight over the day-to-day activities of the Church. The Vocational Elders will spend time leading leaders, focusing on the Church's mission and vision and thinking globally with respect to Church-wide issues that could impact the whole Church, creating cohesion around Church strategy, consolidating Church-wide teaching, and unifying ministry leadership and services. The Vocational Elders shall lead the Church to fulfill its purposes.

They shall be empowered to oversee and direct the ministries and business of the Church subject to the powers expressly reserved for the Elder Board at large, and subject to the limitations of the law, the Texas Nonprofit Corporation Act, the Articles of Incorporation and these Bylaws. The Vocational Elders shall supervise, directly or by delegation to members of the employees of the Church, all employees of the Church, and may delegate to them any and all duties and responsibilities they deem reasonable, subject to the rights, if any, of a person under contract of employment.

They will also provide organizational clarity and manage logistical decisions of the Church. The Vocational Elders will work as a team for the protection of the Church, representing the best interests of the entire Church and not simply the interests of a particular part of the Church. The Vocational Elders will make wise and efficient decisions as leaders trusted by the Elder Board, Deacons, and Church Members.

Members of the Vocational Elders shall also have the actual authority granted to such members by resolutions of the Elder board to transact business, execute contracts, and legally bind the Church on behalf of the entire Elder board in its respective ministry and business affairs.

Selection and Term of Office

The Elders shall have the sole authority to appoint new Elders. A man shall be appointed as an Elder by a passing vote of the Elder body (as defined in §11.1.9 below) after he has been tested and proven to meet the qualifications stated in §11.1.3 above. The Elders may appoint a committee or group to vet Elder candidates and report its findings to the Elder body. The Elders may also receive recommendations for Elder candidates from Church Members.

The proposed appointment of any Elder shall be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments and concerns, which will be considered by the Elders on a case-by-case basis. Confirmation and appointment of a new Elder shall be at the sole and final discretion of the existing Elders and effectuated upon their passing vote.

Once a man is appointed to the Elder body as a Lay Elder, he is expected to serve in this capacity for a minimum of five years, but no more than eight years per turn. Elders may be re-appointed after a one-year absence from the Elder body.

If the Elder body determines that an Elder needs an extended Sabbath because of a legitimate need (e.g., illness or tragedy), then such Elder may transition to being an active but nonvoting Elder for a set period of time determined by the Elder body.

To resign from the Elder body, an Elder shall notify, in writing, the officers of the Church who are also members of the Elder body. Such officers shall determine the most fruitful and edifying way to notify the remaining Elders and the Church Members. A vacancy in the Elder body because of death, resignation, removal or any other cause shall be filled only in the manners prescribed in these Bylaws. Such vacancies may be filled as they occur.

Removal

Any Elder may be removed from the office of Elder for valid cause (e.g. conviction for crimes, living in an unscriptural manner, or failing to lead). Discipline of Elders must be consistent with the standards set forth in Article XIII of these Bylaws (page). The Elder body will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed or restated by a resolution of the Elders, except during an active case of removal. The Elders shall have the sole authority to remove an Elder.

A written notice of the proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself. The Elder shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Elder under consideration for removal shall not have voting rights while such removal is considered.

Elder Meetings

Regular meetings of the Elders shall be held from time to time in a location that the Elders deem.

Any meeting may be held by conference telephone or similar communication equipment, as long as all of the Elders participating in the meeting can hear one another. All Elders participating telephonically shall be deemed present at such meetings.

Definition of Quorum and Passing Vote

A proper quorum is defined as seventy-five percent (75%) of the Lay Elders and seventy-five percent (75%) of the Vocational Elders. A quorum is required for voting matters.

A passing vote must be equal to or greater than seventy-five percent (75%) of the Elders present. Voting by proxy is prohibited.

Officers

Officers of the Church shall be Members of the Elder body. The Officers shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as deemed necessary by the Elders.

Election

The Officers of the Church shall be elected by a passing vote of the Elders and shall serve terms of at least two (2) years, as long as they remain a member of the Elder body. Officers may be re-elected.

Removal of Officers

Any Officer may be removed from office for valid cause (e.g. conviction for crimes, living in an unscriptural manner, or failing to lead). A written notice of proposed removal of any Officer shall be given to such Officer by the Secretary, or by an Elder appointed by the President at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken, in order to ensure that the Officer is given reasonable opportunity to defend himself. The Officer shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Officer under consideration for removal shall not have voting rights while such removal is considered.

Vacancies in the Officers of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elders as soon as is reasonably possible. Until such time, an Elder may be appointed by the remaining Elders to serve in such a vacancy.

Duties

President

The President shall perform such duties as are incumbent upon such Officer, including making certain that all orders and resolutions of the Elders are carried into effect. The President shall have oversight of the Elder meetings as defined in §11.1.8 on page . The President's duties shall include, without limitation: establishing meetings, setting the agenda and presiding over the meetings.

Vice President

The Vice President shall, in the absence of a duly-appointed President, or in the event of the President's inability or refusal to act, perform the duties and exercise the powers of the President and shall perform such other duties as the Elders shall from time to time prescribe.

Secretary

The Secretary shall record or cause to be recorded in a minute book of the Church minutes of all meetings of the Elders and all votes taken at such meetings. He shall have charge of the official records and seal of the Church, and he shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elders or the President, under whose supervision the Secretary shall be.

Treasurer

The Treasurer shall serve as the overseer of the financial operations of the Church. Paid Church staff members shall be accountable to the Treasurer for management of the financial aspects of the Church. The Treasurer shall perform such other duties and have other responsibilities as may be assigned to him from time to time by the Elders.

Deacons

Definition and Qualifications

The responsibility of Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the Elders in their service and equipping functions. Deacons may be men or women, to meet the qualifications as specified in I Timothy 3:8-13. Deacons must be Members who fully subscribe to Church's Articles of Faith (Article IX) and are actively involved in the ministry of the Church.

The Elders shall appoint the number of Deacons required to meet permanent and short-term needs of the Church.

Lay Deacons and Vocational Deacons

Lay Deacons are defined as those Deacons who are not in the employ of the Church as a regular part-time or full-time staff member. Vocational Deacons (also called "Ministers") are defined as those Deacons who are in the employ of the Church as a regular part-time or full-time staff member. The Deacon body (also called "Deaconate") may consist of any ratio of lay to vocational Deacons.

Lay Deacons shall not receive compensation or salaries for their service. Vocational Deacons may receive reasonable compensation for fulfilling their vocational responsibilities as employees of the Church. A Vocational Deacon shall neither vote on nor determine his own personal salary or benefits or designate his personal housing allowance.

All personnel employed by the Church (vocational elders and vocational deacons) shall act in accordance with the current Elder-approved *Personnel Policies and Procedures* document, as it may be revised, amended or restated from time to time.

The Church will reserve employment for men and women who believe and confess essential biblical convictions and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employee who fails to meet this general standard of faith and practice.

Election Term of Deacons

Lay Deacons will serve a term of three to five years with a year off between terms. Vocational deacons will serve as long as they are in the employ of The Church. If terminated or upon retirement, Vocational Deacons may continue to serve as Lay Deacons for the duration of the normal Lay Deacon term limits, at the sole discretion of the Elder Board.

Duties of Lay Deacons

The responsibility of Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the Elders in their service and equipping functions. As such, the role of Lay Deacons is explained and substantiated in the Church's [deacon guidelines](#), available online. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of this §11.3. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

Duties of Vocational Deacons

The responsibility of Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the Elders in their service and equipping functions. Vocational Deacons shall have limited oversight over the day-to-day activities of the Church as delegated by the Elder Board. The Vocational Deacons will spend time planning, organizing, and executing specific ministry initiatives and programs that contribute to The Church's mission and vision. They may receive any and all duties and responsibilities deemed reasonable by the Elder Board, subject to the rights, if any, of a person under contract of employment.

They will also provide support in managing logistical decisions of the Church. The Vocational Deacons will work as a team for the protection of the Church, representing the best interests of the entire Church and not simply the interests of a particular part of

the Church. The Vocational Deacons will make wise and efficient decisions as agents trusted by the Elder Board, Lay Deacons, and Church Members.

Vacancies

If a Deacon is removed from service, either voluntarily or involuntarily, the appointment of a successor Deacon is under the sole authority and discretion of the Elder Board.

Appointments and Confirmation

The Elder Board shall have the sole authority to appoint Deacons. The Elders shall communicate prospective Deacons to the Church or a subset thereof no less than twenty-one (21) days prior to an Elder vote. Comments received from the Church will be considered on a case-by-case basis. Confirmation of Deacons will be at the final discretion of the Elders and requires a passing vote.

Removal of Deacons

Any Deacon may be removed from office for valid cause (e.g. conviction for crimes, living in an unscriptural manner, or failing to lead or follow). A written notice of proposed removal of any Deacon shall be given to the Elders at least ten (10) days prior to the meeting at which an action to affect such removal is to be taken to ensure that the Deacon is given a reasonable opportunity for defense. The Deacon shall have the opportunity to answer the charges in the presence of his or her accusers, but shall not be present during the discussion and vote on his or her removal. The removal of a Deacon requires a passing vote of the Elders.

Vacancies in the Deacons of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elders at their discretion in accordance with 11.3.7 above.

Deacon Meetings

Regular meetings of the Deacons shall be held from time to time in a location that the Deacons deem.

ARTICLE XII. Ordination and Licensing

The Church will consider ordaining duly qualified Vocational Elders and Vocational Deacons as determined by the Elders in accordance with the guidelines of Scripture. All ordained staff members are expected to assist in baptism, communion, prayer and other ministerial duties. Furthermore, ordained males are expected to be available to officiate weddings and funerals.

The Church reserves the right to revoke ordination in cases such as moral failure or termination of employment. The decision to rescind or extend ordination shall be at the discretion of the Elders.

The Church will consider licensing select individuals on a case-by-case basis for various aspects of ministry and mission. Licenses can be issued for a specific term or indefinite periods at the discretion of the Elders. The Church also reserves the right to revoke a license at the discretion of the Elders.

The Church's ordination and licensing processes are explained and substantiated more fully in its [ordination and licensing guidelines](#), available online. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of Article XII above. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

ARTICLE XIII. Church Discipline

Church discipline is a necessary mark of a healthy church and shall be applied in cases of sexual misconduct, gossip, divisiveness, dishonesty, and various other expressions of sin. In accordance with the biblical pattern generally outlined in Matthew 18:15-17

and 1 Corinthians 5, a person who evidences such sin will be confronted in an initial one-on-one meeting, followed by escalating engagement by Deacons and Elders.

Where the steps of discipline are exhausted in cases of unrepentant and/or habitual sin, the Elders will consider removing a person from membership with the hope of eventual reconciliation and restoration. This removal may or may not include a prohibition to attend Church services and events, depending on the circumstances. In addition, it will include public disclosure of removal from membership and the circumstances leading to this decision to the corporate membership of the Church. Those so disciplined will in turn be restored to fellowship where the Elders have determined that repentance has occurred.

The process of discipline within the Church is explained more fully in the Church's [discipline guidelines](#), available online. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of Article XIII above. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

ARTICLE XIV. Church Disruptions

Any person deemed by the Elders or Deacons to pose a physical or psychological threat to any person or to the Church, or to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church, shall be considered a trespasser on Church property and may be ejected summarily. No Church employee (Vocational Deacon or Elder), agent (Lay Deacon or Elder) shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

ARTICLE XV. Indemnification

Powers of the Church

Power to Indemnify and Hold Harmless

The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal) hereinafter a "proceeding," by reason of the fact that he or she is or was a director, officer, employee or agent of the Church or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the Church as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including provision of services with respect to any employee benefit plans, whether the basis of such proceeding is a legend action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability and loss (including, without limitation, attorney's fees, judgments, fines, ERISA or PPACA excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the Church and shall inure to the benefit of his or her heirs and personal representatives.

Power to Pay Expenses in Advance of Final Disposition

The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the Church of an undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further rights to appeal that such director, officer, employee or agent is not entitled to be indemnified under this article or otherwise, which undertaking maybe unsecured and maybe accepted without reference to financial ability to make repayment.

Expansion of Powers

If the Texas Business Organizations Code (as referenced herein the Texas Business Organizational Code includes all predecessor and successor statutes thereof, herein "TBOC") is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts or to expand or increase any similar or related

to power, then, without any further requirement of action by the Church or any other person, the powers described in this article shall be expanded and increased to the fullest extent permitted by the applicable provisions of TBOC or other applicable law.

Limitation of Powers

Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding under this article if the person is found liable to the Church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Church. No indemnification shall be provided to any person if the Church is prohibited by the applicable provisions of TBOC or other applicable law has been in effect from paying such indemnification.

Indemnification of Directors, Officers, Employees and Agents

Mandatory Indemnification

To the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §15.2.1 which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a director (either elected or ex-officio), an officer of the Church, or a member of its leadership team (e.g. elders and deacons), or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions: (a) the Proceeding was instituted by reason of the fact that such person is or was a director, an officer of the Church or a member of its Elder Board; and (b) such person conducted himself in good faith, and he reasonably believed (i) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (ii) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (iii) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, officer of the Church or member of its Elder Board did not meet the standard of conduct herein described.

Permissive Indemnification

The Church may, to the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §15.2.2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in §15.2.1 above provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in §15.2.1. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Elders.

Character of Rights

The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied in §15.2.1. For all other categories of persons eligible to potentially receive indemnification under this Article XV the rights to indemnification and advancement of expenses shall be deemed contract right only to the extent approved by the Elder board in its sole discretion but not otherwise.

Rights Not Exclusive

The right to indemnification and advancement of expense conferred in this article shall not be exclusive of any other right which any person may have or hereafter shall acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement of disinterested directors, or otherwise.

Insurance

The Church may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Church or who, while a director, officer, employee or agent of the Church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the TBOC.

Survival of Benefits

Any repeal or modification of this article shall not adversely affect any right of any person existing at the same time of such repeal or modification.

Severability

If any provision of this article or any application thereof is determined by any court, tribunal, administrative agency or other competent supervisory authority, to be invalid, unenforceable or contrary to applicable law or public policy, the remainder of this article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Prohibition Against Private Inurement

In the event and to the extent any part or whole of this Article XV is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against "private inurement" (as such term is understood in the context of United States exempt organization taxation rules) by a final non-appealable order of a court of competent jurisdiction or by any United States Internal Revenue Service action which the Church in its discretion determines not to challenge in a judicial forum, any such offending provision or if the whole of this Article XV is determined as offending the prohibition against private inurement, then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the Church or its tax-exempt status.

ARTICLE XVI. Conflict of Interest Policy

Purpose

The purpose of the Conflict of Interest Policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Elder or Officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Person

Any Elder, Officer, or employee with powers delegated by the Elder board, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, (a) an ownership or investment interest in any entity with which the Church has a transaction or arrangement; (b) a compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or (c) potential

ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Elders.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Elder board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Elder meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President of the Elder board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Elders shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Elders shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the Elder board has reasonable cause to believe a board member has failed to disclose actual or possible conflicts of interest, it shall inform the Elder of the basis for such belief and afford him an opportunity to explain the alleged failure to disclose.

If, after hearing the board member's response and after making further investigation as warranted by the circumstances, the Elder board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the Elder board shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Elder board's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

A voting member of the Elder board who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Elder board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE XVII. Whistleblower Policy

Purpose

The Church requires all of its Elders, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her Church supervisor or the Elder board. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

Procedure

Reporting Responsibility

It is the responsibility of all of the Church's Elders, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with this §17.2.

If an Elder, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Reporting Violations.

In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with an Elder. Elders are required to report suspected violations directly to the entire Elder board.

Accounting and Auditing Matters

The Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Elders shall work until the matter is resolved.

Evidence

Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

Investigation of Complaint

After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Elder board. The Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Elder board shall receive a report on each complaint and a follow-up report on action taken.

Handling of Reported Violations

The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within seven (7) days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that he or she has been retaliated against in violation of this Article XVII shall follow the same procedures as he or she did when he or she filed the original complaint.

Safeguards

Confidentiality

Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to (a) the seriousness of the issue raised; (b) the credibility of the concern; and (c) the likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity, though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

No Retaliation

No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

Harassment or Victimization

Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence,

positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policies.

Malicious Allegations

The Elder board recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations could be damaging to the mission, integrity, and morale of the Church or the reputation of the accused individual. The safeguards stated in this §17.3 do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or revocation of Church membership.

ARTICLE XVIII. Emergency Powers

An "emergency" exists for the purposes of this section if a quorum of the Elders cannot readily be obtained because of some catastrophic event (e.g. sudden death or incapacity of multiple elders, significant civic unrest, natural disaster, act of war, or similar magnitude occasions). In the event of an emergency, the Elder board may (a) modify lines of succession to accommodate the incapacity of any Elder board member, officer, employee or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or authorize employees to do so. During an emergency, notice of a meeting of the Elders only needs to be given to those Elder board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more Deacons present at a meeting of the Elder board may be deemed Elders for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder board member, officer, employee or agent of the Church on the ground that the action was not authorized. The Elder board may also adopt emergency bylaws, subject to amendments or repeal by the full Elder board, which may include provisions necessary for managing the Church during an emergency including (a) procedures for calling a meeting of the Elders; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Elder board members.

The emergency bylaws shall remain in effect until normative governance and operations can be reasonably restored. The purpose of all actions in this Article XVIII shall be limited in scope to the restoration of normative governance and operations to fulfill the Mission of The Church as described in Article II of these Bylaws.

ARTICLE XIX. Transactions of the Church

Contracts and Legal Instruments

The Elder board may authorize an individual Elder, Officer, employee or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Elder board selects.

Gifts

The Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

Ownership and Distribution of Property

The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

ARTICLE XX. Books and Records

Required Books and Records

The Church shall keep correct and complete books and records of account.

Fiscal Year

The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

Independent Financial Audit

The Church will engage an independent certified public accountant to conduct an annual audit, in accordance with the auditing standards generally accepted in the United States of America, of the financial records of the Church. The auditor will express an opinion on the financial statements presented in conformity with accounting principles generally accepted in the United States of America. These financial statements are to include, but not be limited to, a statement of financial condition, a statement of activity, and a statement of cash flows and related required disclosures.

ARTICLE XXI. Dissolution and Mergers

“Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Elders by passing vote as defined in §11.1.9 of these Bylaws; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church’s Articles of Faith (Article IX, beginning on page) and basic form of government.

In the event of a merger of the Church with another church, the net assets of the Church shall be contributed to the surviving entity.

ARTICLE XXII. Administrative Provisions

Definitions

“Deliver” means (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice or waiver to the corporation or one of its directors or officers; or (c) electronic transmission, in accordance with the Elder’s, Officer’s, or employee’s consent, for purposes of delivering a demand, consent, notice or waiver to the Church or one of its Elders, Officers, or employees.

“Electronic transmission” means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium, and (b) that may be retained, retrieved and reviewed by the sender and the recipient thereof, and that they may be directly reproduced in a tangible medium by a sender and recipient.

“Execute,” “executes” or “executed” means (a) signed, with respect to a written record; or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing, facsimile or a physical reproduction, each on paper or on other tangible material.

Electronic Notice

Consent to Electronic Notice

In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

Revocation of Consent of Electronic Notice

A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notices. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Effective Date of Delivery

If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid, if the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

Amendments and Alterations

Excepting those alterations included under §10.3, “Voting by Members,” these Bylaws or any provision contained herein may be altered, amended, repealed or restated, and a new Bylaws adopted, by a passing vote of the Elder body as defined in §11.1.9. Such vote shall take place at any special or regular Elder meeting duly noticed. “Duly noticed” is defined as seven (7) day pre-notification via email or other communication.