

# Image Church Constitution and bylaws

## CONSTITUTION

### ARTICLE I - NAME

This Church shall be known as **Image Church** and shall be referred to in this document as the "Church" or Image.

### ARTICLE II – Vision/Purpose/Process

The vision of the church is to build and maintain a community of people that reflect the Image of Christ. We value ministry Centered in Worship, Cultivated through Community, and Committed to Service.

Worship. Community. Service.

The desire of Image is to see people lead lives of worship, live in community with other believers, and serve the church and the world by being and making disciples.

The discipleship process and purposes of this Church are based on Scripture:

#### WORSHIP

People who love God

Matthew 22:37-38

And he said to him, "You shall love the Lord your God with all your heart and with all your soul and with all your mind. 38This is the great and first commandment. [ESV]

#### COMMUNITY

People who love others

Matthew 22:39

And a second is like it: You shall love your neighbor as yourself. [ESV]

Acts 2:44-46

And all who believed were together and had all things in common. 45And they were selling their possessions and belongings and distributing the proceeds to all, as any had need. 46And day by day, attending the temple together and breaking bread in their homes, they received their food with glad and generous hearts, [ESV]

John 13:35

By this all people will know that you are my disciples, if you have love for one another. [ESV]

#### SERVICE

People who meet the needs of others by being and making disciples

Matthew 28:19-20

Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, 20teaching them to observe all that I have commanded you. And behold, I am with you always, to the end of the age." [ESV]

Romans 10:13-14

For "everyone who calls on the name of the Lord will be saved." 14But how are they to call on him in whom they have not believed? And how are they to believe in him of whom they have never heard? And how are they to hear without someone preaching? [ESV]

### ARTICLE III - STATEMENT OF FAITH

The following statements we believe to be a summary of those doctrines which are essential to the practice and propagation of true Biblical Christianity, and therefore are held by this Church.

#### The Scriptures

We believe the Holy Scriptures of the Old and New Testaments to be the verbally inspired word of God, the final authority for faith and life, inerrant in the original writings, infallible, and God-breathed (2 Timothy 3:16, 17; 2 Peter 1:20, 21; Matthew 5:18; John 16:12, 13).

#### The Godhead

We believe in one Triune God, eternally existing in three persons—Father, Son, and Holy Spirit—co-

eternal in being, co-eternal in nature, co-equal in power and glory, having the same attributes and perfections (Deuteronomy 6:4; 2 Corinthians 13:14)

### **The Person and Work of Christ**

We believe that the Lord Jesus Christ, the eternal Son of God, became man without ceasing to be God, having been conceived by the Holy Spirit and born of the Virgin Mary in order that He might reveal God and redeem sinful man (John 1:1–2, 14; Luke 1:35). We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice, and that our justification is made sure by His literal, physical resurrection from the dead (Romans 3:24; 1 Peter 2:24; Ephesians 1:7; 1 Peter 1:3–5). We believe that the Lord Jesus Christ ascended into heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry as Representative, Intercessor, and Advocate (Acts 1:9, 10; Hebrews 7:25; Hebrews 9:24; Romans 8:34; 1 John 2:1–2). We believe Jesus is coming again to judge the living and the dead (1 Peter 4:5; Romans 14:9; 2 Timothy 4:1).

### **The Person and Work of The Holy Spirit**

We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption (John 16:8–11; 2 Corinthians 3:6; 1 Corinthians 12:12–14; Romans 8:9; Ephesians 5:18).

### **The Total Depravity of Man**

We believe that man was created in the image and likeness of God, but that through Adam's sin the race fell, inherited a sinful nature, and became alienated from God; man is totally depraved and of himself utterly unable to remedy his lost condition (Genesis 1:26, 27; Romans 3:22, 23; 5:12; Ephesians 2:1–3, 12).

### **The Salvation of Man**

We believe that salvation is the gift of God brought to man by grace and received by personal faith in the Lord Jesus Christ, whose precious blood was shed on the Cross for the forgiveness of our sins (Ephesians 2:8–10; John 1:12; Ephesians 1:7; 1 Peter 1:18–19).

### **The Eternal Security and Assurance of Believers**

We believe that all the redeemed, once saved, are kept by God's power and are thus secure in Christ forever (John 6:37–40; 10:27–30; Romans 8:1, 38, 39; 1 Corinthians 1:4–8; 1 Peter 1:5). We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God's Word, which clearly forbids the use of Christian liberty as an occasion for the flesh (Romans 13:13, 14; Galatians 5:13; Titus 2:11–15).

### **The Ministry and Spiritual Gifts**

We believe that God is sovereign in the bestowing of spiritual gifts. It is, however, the believer's responsibility to attempt to develop their sovereignly given spiritual gift(s). The baptism of the Holy Spirit occurs at conversion and is the placing of the believer into the Body of Christ. We also believe that particular spiritual gift(s) are neither essential, nor prove the presence of the Holy Spirit, nor are an indication of deep spiritual experience (1 Corinthians 12:7, 11, 13; Ephesians 4:7–8). We believe that God does hear and answer the prayer of faith, in accordance with His own will, for the sick and afflicted (John 15:7; 1 John 5:14, 15). We believe that it is the privilege and responsibility of every believer to minister according to the gift(s) and grace of God that is given to him (Romans 12:1–8; 1 Corinthians 13; 1 Peter 4:10–11).

### **The Church**

We believe that the church, which is the body and espoused bride of Christ, is a spiritual organism made up of all born-again persons (Ephesians 1:22, 23; 5:25–27; 1 Corinthians 12:12–14; 2 Corinthians 11:2). We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament Scriptures (Acts 14:27; 18:22; 20:17; 1 Timothy 3:1–3; Titus 1:5–11). We believe in the autonomy of the local churches, free of any external authority and control (Acts 13:1–4; 15:19–31; 20:28; Romans 16:1,4; 1 Corinthians 3:9, 16; 1 Corinthians 5:4–7, 13; 1 Peter 5:1–4). We recognize believer's baptism and the Lord's supper as scriptural means of testimony for the church (Matthew 28:19, 20; Acts 2:41, 42; Acts 18:8; 1 Corinthians 11:23–26).

#### **ARTICLE IV - CHURCH GOVERNMENT & AFFILIATIONS**

Under the Lordship of Christ, this Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may voluntarily affiliate with other organizations, of like faith, as lead by the Pastor/Elders, for the purpose of serving others.

#### **ARTICLE V - CHURCH COVENANT**

Having been led by the grace of God through the life-giving power of the Holy Spirit to repent of my sin and in faith turn to Jesus Christ as my Lord and Savior and having given public testimony of this faith through baptism, I commit, to strive, to fulfill the vision of this local church, Image, that God has given to our Pastor & Elders – to become an individual who is part of a community that reflects the Image of Christ. We now joyfully and solemnly enter into this covenant with the members of Image Church:

We commit to a life **Centered in Worship**, to love God: Reflecting the image of Jesus Christ and gathering with the church body each week for corporate worship of the God I love and desire to reflect - releasing all to my God as an act of worship: my time, my abilities, my money. To practice faithful participation in times of worship, prayer, study, and fellowship with other believers through the power of the Holy Spirit, to affirm and follow the Statement of Faith and Covenant in the Church Constitution. We commit to practice personal and family worship, to train our children in the discipline and instruction of the Lord.

We commit to a life **Cultivated through Community**, to love others: to walk together in love, to do life together in community, to remember one another in prayer, to help one another in times of need, to exercise gentleness and humility in our dealings with one another as we speak the truth in love, to be faithful in our responsibilities and commitments, to be just and honest in our dealings, and to honor ourselves and others for Christ's sake through sexual purity, personal integrity, and abstaining from things or practices which bring harm to our faith or the faith of another.

We commit to live a life **Committed to Service**, to making disciples: doing what Jesus did, reflecting Him, and being willing to serve others physically, emotionally and spiritually - always proclaiming Him to others through word and action. We will be committed to life on life discipleship relationships, being gracious and compassionate towards all. Always willing to use and sacrifice my time for the Kingdom, and be committed to the building up of the church by using our spiritual gifts in ministry, to contributing cheerfully and regularly for the ministry and expenses of the church, the relief of the poor, and the spread of the gospel to the world - always seeking the salvation of our family, friends, neighbors, co-workers, acquaintances, and all peoples of the world.

We have read the Articles, Constitution, and Bylaws including those policies dealing with church discipline, conflict resolution and members' rights and responsibilities and holy covenant and agree to be bound by the Articles, Constitution and Bylaws and accompanying policies and procedures.

#### **ARTICLE VI - AMENDMENTS**

This Constitution may be amended by the Board submitting the amendment to the members and by a three-quarter (3/4) vote of those members present (constituting a quorum) and voting at any regular or called business meeting; provided, however, that any proposed amendment shall be presented in writing at a regular or called business meeting at least four (4) weeks prior to the meeting at which the amendment is to be voted on and written copies of the proposed amendment shall be distributed to the Church membership at least two (2) weeks prior to the meeting at which the vote will be taken.

# BYLAWS

## SECTION I - MEMBERSHIP

### A. Requirements for Membership

There are 4 requirements to become a member of Image Church:

1. A person must testify to having committed his/her life to Jesus Christ.
2. A person must be baptized by immersion in water.
3. A person must commit to Church Membership by being apart of a membership service/class.
4. A person must agree with the membership covenant and therefore act like a member.

### B. Responsibilities of Membership

The responsibilities of membership are described in the Membership Covenant.

### C. Voting Rights of Membership

Every member age 18 and older shall have the right to vote on the following matters:

1. Merger or dissolution of the Church – 2/3 vote.
2. Acquisition of real property and related indebtedness – 2/3 vote.
3. Amendments to the Constitution/Bylaws of the Church -- 3/4 vote.
4. Call or removal of a Lead Preaching Pastor/Elder – 2/3 vote.
5. Any other major event or decision as designated by the Board -- majority unless otherwise provided.

The Membership shall be presented the annual budget before it is adopted, but the final decision shall remain with the Elder Board.

### D. Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church
3. By personal request of the member
4. The member's life and conduct is not in accordance with the Membership Covenant in such a way that the member hinders the ministry influence of the Church in the community.

**E. Church Discipline and Restoration:** It shall be the basic purpose of **Church Discipline and Restoration** to emphasize to its members that every reasonable measure will be taken to assist any member caught in sin. Should one member sin against another member or the Body of members (the Church), the aggrieved members shall follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14. The pastor, other members of the Church Ministerial Staff, and Elders are available for counsel and guidance. Redemption rather than punishment should be the guideline that governs the attitude of one member toward another. Should a member become an offense to the Church and to its good name by reason of immoral or unbiblical-Christian conduct, or by persistent breach of his covenant vows, thus becoming a liability to the general welfare of the Church, every reasonable measure shall be taken by the Pastor and the Elders to resolve the problem (Matt 18:15-17). A spirit of Christian kindness and forbearance shall pervade all such proceedings.

. The purposes of such discipline should be for:

A. The repentance, reconciliation, and spiritual growth of the individual disciplined.  
(Proverbs 15:5; 29:15 ; 1 Corinthians 4:14 ; Ephesians 6:4 ; 1 Timothy 3:4-5 ; Hebrews 12: 1-11; Psalm 119:115; 141:5 ; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5 ; Matthew 7:26-27 ; 18:15-17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5 ; Galatians 6:1-5; 2 Thessalonians 3:6, 14-15; 1 Timothy 1: 20; Titus 1:13-14; James 1:22)

B. The instruction in righteousness and good of other Christians, as an example to them.  
(Proverbs 13:20 ; Romans 15:14 ; 1 Corinthians 5: 11; 15:33 ; Colossians 3:16 ; 1 Thessalonians

5:14 (note- this is written to the whole church, not just to leaders); 1 Timothy 5:20; Titus 1:11; Hebrews 10:24-25)

C. The purity of the church as a whole. (1 Corinthians 5:6-7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21: 2)

D. The good of our corporate witness to non-Christians. (Proverbs 28: 7; Matthew 5: 13-16; John 13: 35; Acts 5: 1-14; Ephesians 5: 11; 1 Timothy 3: 7; 2 Peter 2: 2; 1 John 3: 10)

E. Supremely for the glory of God by reflecting His holy character. (Deuteronomy 5:11; 1 Kings 11:2 ; 2 Chronicles 19: 2 ; Ezra 6:21 ; Nehemiah 9:2 ; Isaiah 52:11 ; Ezekiel 36: 20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2: 24; 15: 5-6; 2 Corinthians 6:14; 7:1; Ephesians 1: 4; 5:27; 1 Peter 2:12)

Church Discipline Procedures shall be in harmony with Matthew 18: 15-17 and Galatians 6: 1 as is appropriate. Differences that cannot be resolved will be initially handled by the Church board or its designees. The Church will look to the Church board or its designees for the effective functioning and discipline of its members according to this Church Discipline and Restoration Policy. Only after good faith efforts by the Church board or its designees to bring about repentance and reconciliation have proven futile, shall the accused member be subjected to further Church discipline. The methods may be as simple as a conversation with the member, or in extreme cases a recommendation to the church body for expulsion of the member.

If the Matt 18;15 discussion fails, at least two board members or designees should go to the member in bondage to the serious sin to try to bring repentance and restoration according to Matthew 18;16 prior to any hearing. If that fails then according to Matt 18:17, the unrepentant member must be given written notice of the charges and an hearing before the council or its designees charging them with essential moral and/or biblical failure sufficient for church discipline.

*"Examples of **essential moral failure**: adultery, embezzlement, inappropriate sexual contact, pornography, lying deceiving etc. Accusations of this nature require hard evidence, not suspicion or opinion. Things that do not qualify as moral failures are things such as: misunderstandings, mistakes, poor judgment, overstatements, miscommunications, showing emotions, verbal missteps and forgetfulness."*

*"Examples of **essential biblical failure**: this must be reserved for doctrinal issues that would directly contradict the Bible or the theological beliefs outlined in our constitution. Areas that do not qualify as an essential biblical failure are things such as philosophy of ministry, areas of scripture that are open to interpretation among Baptists, and personal convictions."*

Finding that the welfare of the body of Christ will best be served by the exclusion of the member caught in moral or biblical failure, the Board may take this action by a 3/4 vote of the active board members present at a meeting called for this purpose and notice given to the unrepentant member who may attend as present his case to the Board or its designees. If the church member is disciplined by the Board it will be announced to the members to carry out the Biblical admonitions to bring about repentance and restoration of the disciplined member.

Members dismissed by the Pastor(s) and the Church Board shall be restored to full membership privileges by the Pastor(s) and the Church board according to the spirit of 2 Corinthians 2:7,8 when their conduct is judged by the Pastor (s) and the Church Board to be in accordance with the church Doctrine and Purpose and Biblical repentance. Pastors will communicate such restoration to the Church in a timely manner.

**F. Inactive Members:** The inactive Church roll, removed and maintained from the active Church roll, shall consist of Church members who have shown themselves to be out of fellowship with the Church and the Spirit of its covenant, work, and worship in any of the following ways:

1. Moving from the community without moving his church letter within a year.
2. By willfully absenting himself from the regular services for a period of one year and/or refuses to support the Church, as determined by the Elders following a thorough review and appropriate interviews.
3. Becoming an offense to the Church and to its good name by reason of immoral or un-Christian conduct.

Those persons on the inactive roll shall be considered by the Church as persons in need of spiritual reconciliation to the Lord and to his fellow man. Prayerful efforts through personal contact by the Pastor, and Elders shall be made to restore the member(s) to active faith in the Lord and consequent participation in this Church or some other church of like faith and order.

**G. Termination of Membership:** Membership shall be terminated in the following ways:

1. Death.
2. Transfer of membership to another church.
3. Dismissal of a member by church discipline action according to the church discipline and restoration policy outlined above.

The Church Clerk shall present all requests for termination of membership, except (1) and (3) above, at a regular business meeting

All present members of the unincorporated entity currently known as the Image Church shall, upon incorporation and signing the Member's Covenant agreeing to be bound by the Articles, Constitution and Bylaws of the new church corporation, become active members of this Church. No member of this Church, nor any officer, nor any member of the Board of Directors shall by virtue of such membership, office or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts or omissions of this Corporation.

## **SECTION II - MEMBERSHIP MEETINGS**

### **A. General Meetings**

A general meeting of the members will be held in August of each year as determined by the Pastor/Elders. This annual membership meeting will be for the purpose of adopting an annual budget and to address any other business issues.

### **B. Special Meetings**

Special meetings for any purpose may be called at any time by the Pastor/Elders by giving notice to the members in accordance with Part C of this Section.

### **C. Notice Requirements for Membership Meetings**

Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any one of the following manners:

1. Written or oral announcement to the congregation in attendance at a Gathering;
2. Announcement of the meeting in the Church bulletin; or
3. Announcement delivered by the United States Postal Service to each member identified on the membership roll.

### **D. Quorum**

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business. Any measure addressed must be passed by at least two-thirds (2/3) majority of the quorum present at that given meeting unless another majority is otherwise required herein.

### **E. Procedures**

The operation of any business meeting shall follow Roberts' Rules of Order, current edition, except when in conflict with this Constitution and Bylaws. The presiding officer shall be a moderator

appointed annually by the Pastor/Elders. The Church Clerk (as mentioned in Section IV) will preserve the minutes of these meetings.

### **SECTION III - SPIRITUAL LEADERSHIP**

The leadership of the Church shall consist of the Pastor/Elders, Paid Pastoral Staff, & Deacons. The Church shall be Pastor/Elder led.

#### **A. Lead Pastor/Elder**

##### **1. Selection and Call**

A Lead Pastor/Elder shall be chosen and called by the Church whenever a vacancy occurs. His election shall take place at a meeting called for that purpose, of which at least one (1) week's public notice shall be given.

- a. The Elders shall seek out a suitable Lead Pastor and bring him before the Church.
- b. The Elders shall bring to the consideration of the Church only one (1) man at a time.
- c. Election shall be by ballot, an affirmation vote of three-fourths (3/4) of those present of the congregation.

##### **2. Responsibilities**

The Lead Pastor shall have in his charge the welfare and oversight of the Church and shall have the following responsibilities:

- a. Shall be an ex-officio member of all organizations and task teams;
- b. May call a special meeting of the organizations and task teams;
- c. Shall conduct religious services (called Gatherings) on stated and special occasions and administer ordinances;
- d. Shall minister to the members of the Church and community;
- e. Shall perform other duties that usually pertain to the office of Lead Pastor; and
- f. Shall have special charge of the preaching/teaching ministry of the Church and provide for preachers and workers to assist in special services and for pulpit supply, when he is absent.
- g. As the Church, we believe that the Lead Pastor is responsible for the spiritual leadership of the church, serving under the Chief Shepherd (I Peter 5:1-4). He shall plan the worship, teaching, evangelistic and prayer services of the Church as led by the Holy Spirit, and shall seek to provide spiritual help and counsel to all in need of such, as the Lord leads and enables. The Lead Pastor must evidence the Biblical pastoral qualifications (Titus 1:6; I Timothy 3:1-7), heartily agree to the Articles of this Constitution, including especially the full statement of faith and believe that God has truly led him to accept this office.

##### **3. Termination**

The Lead Pastor shall continue in this office until his resignation or death or the Church moves to terminate his position. The Church may remove the Pastor with cause according to the church discipline and restoration policy stated above. A motion to remove the Pastor must be made by the Elders and carried by a two-thirds (2/3) lay elders majority vote of the Board, the Pastor(s) shall not be allowed to participate in the voting. The Board's decision to terminate shall be shared with the members at a duly-called meeting for this specific purpose.

The connection between Lead Pastor and the Church shall not be dissolved by either party without giving the other at least two (2) weeks notice except by mutual consent. If the Lead Pastor is convicted of immoral conduct, or if the Church is guilty of gross violation of her contract with the Lead Pastor, then the relationship may be dissolved immediately.

#### **B. Elders**

1. Position: Elders are to serve the church by carrying out Pastoral duties and helping set the vision and direction for the Church. Elders are to be able to teach. The Elders support the Lead Pastor and help direct and support various ministries of the Church.
2. Selection: The Lead Pastor and any other Pastoral paid staff, by the nature of their position, shall automatically serve as Elders. The current Elders shall appoint from among the church membership those men who confess a clear call to serve as an Elder of the Church. Each Elder shall sign an individual covenant to be given and kept by the Lead Pastor and the Church.

3. Term: Elders shall serve for as long as the Elder's character and health is such as to merit serving in this capacity.
4. Termination: An Elder may be asked to step down if two-thirds (2/3) of the Elders determine a particular Elder is not meeting the qualifications as defined in 1 Timothy 3. Any Elder in question shall recuse himself from a vote determining his continued service.

C. Paid Staff

1. Selection: The Elders shall call or employ such Pastoral & Support Staff members as needed. The paid staff will report directly to the Lead Pastor and Elders on a regular basis.
2. Responsibilities: The responsibilities of the individual staff members shall be found in the individual job descriptions contained in the church's operating manual.
3. Termination: The Pastor with advice and consent of the Elders shall have the authority to terminate any staff position with or without cause. Employment of the staff, however, shall not be dissolved by either party without giving the other at least two (2) weeks notice, except by mutual consent. If the staff member is convicted of immoral conduct, or if the Church is guilty of gross violation of her contract with the staff member, then the relationship will be dissolved immediately.

D. Deacons

1. Selection: The Elders shall select qualified, called, and willing people to serve and lead specific ministries of Image. This team shall serve as a support to the Elders, Staff and Members of the Church. [i.e. weddings, communion, kids ministries, nursery, sound/set-up, baptism, widows/shut-ins, benevolence, etc.]
2. Responsibilities: To servant/lead specific areas of ministry. The Biblical foundations are: Romans 16:1-12; 1Timothy 3:8-13
3. Termination: Deacons will serve for an indefinite period or as long as the Deacon's character and health is such as to merit serving in this capacity.

#### **SECTION IV –ELDER BOARD AND OFFICERS**

A. Elder Board

1. General Powers - The corporate powers of the church shall be exercised by or under the authority of the Board of Directors, also referred to in these bylaws as the "Elder Board," "Board," or "Directors." The powers, business and property of the Church shall be exercised, conducted and controlled by the Board for the purposes of overseeing the legal, business, financial and administrative affairs of the Church with consensus agreement, or if the Board cannot unanimously agree, by majority vote. The Lead Pastor, who shall be recognized as the final authority to oversee the spiritual affairs of the Church, will be the tie breaking vote if that case ever arises.
2. Board Members – The Board shall consist of all the active Elders. The authorized number of Board Members shall be such number as may from time to time be authorized by the Elders, provided that such number shall not be less than three (3). At least half of the Board shall not be paid staff, or related to paid staff.
3. Chairman - The Board shall annually appoint a Chairman to facilitate the Board meetings. In the absence of the Pastor the Chairman shall serve as President of the corporation.
4. Vacancies - A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by the same process listed above for election.
5. Resignation and Removal - Any Board member may at any time deliver a written notice of intent to resign to the Lead Pastor, which shall be effective upon acceptance by the Board. Other than the Lead Pastor or other Paid Pastoral Staff serving as Elder, any Officer or Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is so recommended by a two-thirds (2/3) majority of the Board.
6. Transactions with Interested Parties - A contract or other transaction between the Church and one or more of its Board Members, Pastors, Officers, or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Board Members, Pastors, or Officers are also Interested Parties, or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- A. The Church entered into the transaction for its own benefit;
  - B. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
  - C. Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
  - D. Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes. g
  - E. Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board Members, Officers, Pastors, or Members.
7. Conflicts of Interest Policy - The Board may adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Officers, or employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church.
  8. No Compensation for Directors - No salary or compensation shall be paid to any member of the Board in his capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.
  9. Quorum of Board - One half (1/2) of voting Board Members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the Board shall be deemed to be the act of the Board Members.
  10. Action without Meeting - Any action required or permitted to be taken by the Board Members may be taken without a meeting, if all of the Board Members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Members.
  11. Manner of Acting - Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
  12. Participation by Conference Telephone - Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting.
  13. Minutes - Minutes of the official corporate meetings of the Board shall be recorded and taken by the clerk who shall have custody thereof and be responsible for circulating copies to the members in a timely manner.
  14. Board Teams: The Board, by majority vote of all Directors in office, may appoint two or more persons from among its number to serve as special Board team, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Board, each Board team may not exercise the authority of the Board.
- B. Officers
1. The officers of the Church shall be the Lead Pastor/President, Chairman of the Board of Directors, Clerk, Treasurer, and such other officers as the Board of Directors may appoint. No person may hold more than one of these offices as a second office.
  2. Election - The Board shall elect by simple majority the officers of the Church for one (1) year terms without limitation for reelection or until their successors are elected and qualified.

3. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board.
  4. Salaries - The Board of Directors shall determine the salaries, if any, of all officers and staff of the Church. Those officers whose salaries are being voted upon shall recuse themselves from the vote and that portion of the meeting.
- C. Pastor/President
1. The Lead Pastor as chief executive officer shall have general supervision, direction, and control of the business and affairs of the Church. The Pastor and/or the Directors shall execute any necessary documents and instruments on behalf of the Church, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Church. The Pastor shall have such other powers and duties as the Board of Directors may prescribe from time to time. The Senior Pastor shall absent himself from meeting and voting at Board of Director meetings wherein his duties, powers and salary are being voted on. If the Lead Pastor shall take any reasonable action that is intended as a corporate act, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.
- D. Church Clerk
- Any capable Church member may be chosen by the Elders to serve in the capacity of Church Clerk. In cooperation with the Elders & Support Staff, this person shall participate in any administrative duties as directed by the Lead Pastor and ensure that:
1. The minutes of Church business and Directors' meetings are recorded and preserved;
  2. An up-to-date Church roll of members is maintained;
  3. Membership letters are forwarded when requested; and
- D. Treasurer
- The Treasurer shall be selected by the Board. The Treasurer shall:
1. Supervise the receipt of all checks, monies and other funds of the Church and ensure they are deposited in a bank approved by the Finance Team
  2. Disburse funds by check in accordance with the approved budget of the Church and as approved by the Elders.
  3. Keep records as directed by the Finance Team
  4. The Church may require a bond in the amount set by the Finance Team; if a bond is required, the cost shall be paid by the Church; and
  5. Be a member of the Finance Team.
  6. The Finance Team shall consist of the Church Treasurer and at least two (2) members. These team members will be selected by the Elders. They will serve for an indefinite period or as long as their character and health is such as to merit holding the office. This team shall:
    - a. Establish necessary bank accounts
    - b. Establish policies and procedures for the conduct and operation of all financial matters of the Church
    - c. Have responsibility for managing all matters regarding Church finances.
    - d. Will spend as directed from the vision of the Elders.

### **Section V - Financial Policies**

- A. Records for Finances – Adequate and accurate records for accounting of income and expenses, including contributions, shall be kept by the Treasurer. A monthly financial report will be presented to the Leadership Team. A monthly financial report will be displayed at the church or any member can receive a copy by calling the church office.
- B. Deposits. The Board shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.
- C. Checks. All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the Board may from time to time designate. Any check over the amount of five thousand dollars (\$5,000.00) shall require two authorized signatures from two disinterested Board members.

**D. Contracts.** The President and Chairperson will have the power to bind the church in contracts unless the Board authorizes any officer or officers, agent or agents of the Church, in place of or in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the Church, including real estate transactions. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

**E. Endowments.** The Board may establish on behalf of the Church any endowments for the general purposes or for any special purpose of the Church.

**F. Designated Contributions.** The Church may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses as approved by the Board, and such designations generally will be honored. However, the Church shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax exempt purposes.

**G. Budget and Audit.** The Board shall prepare and submit to the Church for its review at the annual Congregational Meeting an inclusive budget, indicating by items the amount needed and sought for expenses together with an annual strategic plan. The Board shall conduct or arrange for an annual review or audit of a type and nature they deem appropriate, except that every five years the Church shall conduct either a review or audit by an outside auditor.

**H. Benevolent Team.** If a Benevolence Team is deemed necessary, such a team shall establish procedures to receive and disburse by check all funds allocated to them. It shall be the duty of this committee to determine needs of the congregants or others in the community as they arise. The Benevolent Team shall consist of least three (3) members. This Team shall examine the need of the recipients of these designated funds under an approved Benevolence Policy. They shall also receive and distribute clothes, food and household furnishings and other items, as they deem necessary to distribute accordingly.

**I. Partnerships, Joint Ventures, LLC's and Auxiliary Corporations.** The Board may authorize in writing any officer(s), or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determine will advance the religious purposes and goals of the members as described herein and not violate the Church's tax exempt status.

**J. Purchase or sale of property and borrowing.** Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Board, and in cases of real property, the Members according to these Bylaws. Any borrowing of money must be approved by the Board and the Members as defined in Section I.

## **SECTION VI – OPERATING MANUAL**

**A. Development of Church Policy and Operation Manual** - The development of a church policy and operation manual shall be overseen by the church board or their designees with professional consultation and review. This manual shall include all church policies, procedures, job descriptions and organization charts depicting lines of responsibility in the administration of the church. The manual shall be kept in the church office and made available for use by any member of the church. The church clerk shall maintain the manual. The Board or their designees shall review the manual at least annually, with the authority to recommend changes for the church to consider and vote on.

**B. Compilation and Maintenance of the Manual** - The Board and any of its designees shall be responsible for compiling and maintaining a policies and procedures manual for the day-to-day administrative functions of the Church not covered in the constitution and bylaws. Subjects covered may include, but

are not limited to, the following:

1. Personnel policies and procedures not covered in the bylaws;
2. Church property policies and procedures;
3. Church discipline procedures and policies;
4. Christian conciliation and dispute resolution policies and procedures;
5. Child protection policies and procedures;
6. Home Fellowship and Team Leader manuals; and
7. Other policies and procedures as needed.

These policies and procedures manuals shall be available at the Church office for members to review. Any suggested changes shall be recommended to and approved by the Board.

#### **SECTION VII - CHURCH YEAR**

The organizational and financial year of the Church shall be from September 1 through August 31.

#### **SECTION VIII - SETTLEMENT OF DISPUTES WITHIN OR AGAINST CHURCH**

In any dispute arising between or among Church members, pastors, or staff, the dispute may be resolved by the Church Board (or a duly appointed team from the Church Board) under the Christian Conciliation Rules and Procedures published at [www.hispeace.org](http://www.hispeace.org). All employees, contractors and vendors of the Church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the church or pastor(s) shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the Rules of Procedure for Christian Conciliation found at [www.HisPeace.org](http://www.HisPeace.org). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the church is located and Virginia law will apply to dispute. Members, pastors, staff or third party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the church and its members and under its risk policy procedures, the church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the church.

#### **SECTION IX. - INDEMNIFICATION.**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Director, Elder or officer, employee or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors, Elders and officers.

#### **SECTION X - ADOPTION AND AMENDMENTS TO THE BYLAWS**

These Bylaws shall be considered adopted and in immediate effect when two-thirds (2/3) of the members present at the business meeting vote in favor of adopting it. A copy of this Constitution and Bylaws and all revisions shall be kept by the Church Clerk and made available to Church members upon request.

The Bylaws may be amended upon recommendation of the Elder Board at any regular or special meeting of the Church by a two-thirds (2/3) vote of all voting members present. Written notice of the proposed amendments shall be made at all services on at least two consecutive Sundays immediately prior to the time of such meeting.