

THE NEW HOPE FELLOWSHIP, INC.

BYLAWS

Adopted September 14th, 2025

1. GENERAL

1.1. Incorporation of Local Church

The New Hope Fellowship, Inc. (the “Church”) is an ecclesiastical body established by Jesus Christ in Elizabethton, TN to preach the gospel, disciple the nations, and establish a community of Christian believers and disciples of Jesus Christ who practically live in keeping with the gospel.

1.2. The Autonomy of the Local Church and Collaboration with Other Churches

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

1.2.1. Voluntary Partnership

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

1.2.2. Responsibilities of Partnership

Responsibilities of and to Trinity Fellowship Churches shall be such as are summarized in the *Partnership Agreement* signed by all Trinity Fellowship churches as found in the **The New Hope Fellowship Policy Manual**¹ and *The Book of Church Order*.

1.2.3. Withdrawal from Partnership

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

2. SEAL

The Church shall have a seal consisting of two concentric circles, between which shall be inscribed the name of the Church, and in the center of which shall be inscribed the year of its organization, and the words, "Corporate Seal, State of Minnesota." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Church.

3. CONFESSIO OF FAITH

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

3.1.1. Confession of Faith

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

The *Confession of Faith* of this Corporation is that specified for Trinity Fellowship Churches, Inc., without exception.

3.1.2. Statement of Biblical Morality

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

¹ Available separately.

3.1.2.1. **Church Discipline**

The Scriptures call every Christian to a life of holiness, forbidding believers from habitual conformity to the sinful desires of the flesh or the ungodly patterns and behaviors of the world. Since sin clings so easily to the believer, Jesus, as Lord of the Church, has established means of accountability (commonly known as *church discipline*) within the local church, to guard the Christian against falling into impenitent habitual sins. Such church discipline, which ranges from private admonition to public rebuke and/or removal from membership in the Church, is to be motivated by a shared desire for holy lives, a loving desire to lead others to repentance and restoration, and a zeal for the glory of Jesus Christ, our Lord.²

For the Church to remain under God's blessing and fulfill God's intentions, at times it may become necessary, formally and corporately, to confront sin or false doctrine in a Church member, including one who is serving as a Church elder.³ The Church shall follow the rules prescribed in *The Book of Church Order* for the adjudication of matters giving rise to possible church discipline and the administration of church discipline involving Church members, and the adjudication of charges against and the possible discipline of Church elders. The Church shall submit to the decisions of each ecclesiastical body that *The Book of Church Order* prescribes as having jurisdiction over the disciplinary matter at each stage of its adjudication. Unless the Board determines that it otherwise serves the best interest of the Church, any individual serving as a director and/or officer of the Corporation who is the subject of any church disciplinary proceeding shall be required to take a leave of absence from active service. After the disciplinary process has concluded, the Board shall exercise discretion over whether it is appropriate for the individual to return to active service, to continue his leave of absence for a prescribed period or to resign or be removed from his position.

3.1.2.2. **Sexuality and Marriage**

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

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

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

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

women's attitudes of disrespect, liberation, and superiority as being counter to Scripture, nature, and the well-being of all.⁴

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

While sexual sin is uniquely serious before God, no sexual sin is beyond God's power to redeem and restore. We affirm the love of God for all who are guilty of sexual sin in any of its forms and offer the gospel and grace of God to all who will repent of such sins and turn in faith to Christ for their forgiveness and deliverance.⁵

3.1.2.3. **Divorce**

It is God's intention that the covenant of marriage be a joyful union that endures for life. Those whom God has joined together must cleave as one flesh in faithful love, and are not to be torn apart. Divorce is prohibited by God except when sexual infidelity and/or abandonment occur. While permissible in such cases, divorce is not required, and should be avoided whenever possible. In all cases of marital crisis, repentance and reconciliation should be the first recourse, although all reasonable steps should be taken to protect spouses from physical and/or severe mental abuse.

In addition, we believe that remarriage by those who are unbiblically divorced is strictly forbidden by Christ Jesus our Lord, and is not to be condoned by his church. The remarriage of divorced believers must be approved by the Church's Board of Elders if they determine that there is divorce for biblical cause as defined above and that reconciliation of the previous marriage has been considered in a meaningful way.⁶

3.1.2.4. **The Sanctity of Life**

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

As a means of protecting the sanctity of innocent human life, Scripture allows for capital punishment (1) administered by the civil magistrate (2) through a just process under

⁴ The position of this church is consistent with that articulated in *The Danvers Statement on Biblical Manhood and Womanhood*, by The Council on Biblical Manhood and Womanhood, www.cbmw.org

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

⁶ Gen. 2:18-25; Prov. 5:15-20; Mal. 2:14-16; Matt. 5:27-32; 19:1-9; 1 Cor. 7:10-16; Eph. 5:22-33.

strict guidelines (3) for those found guilty of capital crimes. Consistent with the value of human life, which is made in God's image, all people, including those guilty of capital crimes, should be treated with dignity.⁷

3.1.2.5. Parental Discipline of Children

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

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

The Church deplores child abuse in any and all its forms and shall make every reasonable effort to ensure that its parents understand and practice parental discipline with all due regard for the safety, well-being, and joy of every child. To do harm to a child is to incur the special displeasure of God.⁸

3.2. Religious Practices of Corporation

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

3.2.1. Establish any public or private policies or positions that conflict with the Confession of Faith.

3.2.2. Elect or appoint or retain any Board member who has not subscribed to and maintained agreement with the Confession of Faith. Any elder who drifts from agreement with the Confession of Faith is bound to alert the board to his disagreement.

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

4. OFFICES

4.1. Registered Office and Agent.

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

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

The Corporation shall continuously maintain a registered office and registered agent within the State of Tennessee

4.2. Principal Office.

The principal office of the Corporation shall be located in Elizabethton, TN, or such place as shall be determined by the Elder Board.

4.3. Additional Offices.

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

5. ELDER BOARD

5.1. Elders as Directors

All authority in the Church is derived from Jesus Christ and is exercised on His behalf. The primary governance structure in this local church is its eldership. The elders serve as the Corporation's Board of Directors, which shall exercise all such powers of the Corporation and do all such lawful acts and things that are not prohibited by statute, the Articles of Incorporation, or by these Bylaws. While ordination to eldership and appointment to the board are two separate appointments, all elders of a particular local church are to be appointed to the board, and therefore the terms elder and board member are interchangeable. The Church shall be responsible for the ordination of its elders and subject to the accountability generally described in Section 7 of these Bylaws, and more specifically described in *The Book of Church Order*.

5.2. Number

The Elder Board shall consist of not less than 3 persons, as may be determined from time to time by resolution of the Elder Board.⁹ If the Church has only one elder, the Corporation shall appoint as directors at least two other elders from one or more local churches in Trinity Fellowship Churches in which the Church is a Partner. If the Church has only two elders, the Corporation shall appoint as director at least one other elder from one or more local churches in Trinity Fellowship Churches in which the Church is a Partner. Directors shall be appointed by the Elder Board for terms as determined by the Board or until their successors are appointed and qualify in their stead.

5.3. Appointment

The initial Elder Board shall be as set forth in the Articles of Incorporation. Subsequent appointments of directors of the Corporation may be made by a vote of a majority of those directors present at any regular meeting of the Elder Board, or at a special meeting convened for that purpose. Non-binding but public and official affirmation by the church membership is also required for any Elder of the Church.¹⁰ Unanimity of affirmation by the church membership is

⁹ Three elders is preferable, one elder is required for membership in TFC. Every elder must have his ordination certified by TFC.

¹⁰ Optional for TFC churches.

desired but should such unanimity not be fully realized, affirmation by no less than a 3/4 majority of the Church Members responding shall be preferred for the appointment of an Elder.

5.4. Vacancy

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

5.5. Powers

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

5.6. Committees

Committees of the Board may be appointed by a resolution passed by a majority of the whole Board, or by the delegation of the Lead Pastor when he is authorized by the Board so to do. Committees shall be composed of two or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Elders, except with respect to:

5.6.1. The creation or filling of vacancies in the Elder Board.

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

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

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

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

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

- 5.6.6.1. To bring considered recommendations to the Board concerning ministries.
- 5.6.6.2. To provide a wider base of counsel to the elders having the oversight of specific ministries.
- 5.6.6.3. To complete such duties and exercise such powers as are delegated to them by the Board.
- 5.6.6.4. All councils and committees shall exist for the period specified by the Board

5.7. Removal and Resignation

Any director who resigns or is removed as an elder in the Church (or another local church associated with Trinity Fellowship Churches, if the Church has only one or two elders) shall automatically be removed as a director of the Corporation. A director otherwise may deliver a written notice of intent to resign to the Board chair, which shall be effective upon its acceptance by the Board. Any director may be removed from the Board with or without cause when, in the sole judgment and discretion of the Elder Board, it is determined by at least a two-thirds percent majority of the Board at a meeting duly called for that purpose and at which a quorum is present that such director should no longer serve on the Board; provided, however, that a notice, including the names of the director(s) proposed to be removed, and the date, time and place of any meeting called to consider such removal shall be given in writing to each of the directors at least seven (7) days prior to the date of such meeting.

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

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

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

- 5.7.3.1. Only upon careful review and discussion.
- 5.7.3.2. By a $\frac{3}{4}$ majority of the Board.

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

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

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

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

5.8. Accusations against an Elder

Charges may be brought against an elder by church members and/or church elders. Full adjudication of the matter shall be completed in accord with procedures more fully outlined in Scripture, the Church's *Policy Manual*, and in *The Book of Church Order*.

5.9. Transactions with Interested Parties

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

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

5.9.2. Prior to consummating the transaction, or any part, the Elder 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 full knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction, even though the disinterested directors are less than a quorum.

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

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

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

5.10. Conflicts of Interest Policy

It is the policy of the Corporation to avoid conflicts of interest and to provide for full disclosure of any and all material conflicting interests by Board members, officers, senior management, and employees. The Board should be equipped to gather all relevant facts and circumstances to determine in accordance with the guidelines of Section 4.9 above, whether or not any disclosed potential conflict is benign and not in any way jeopardizing the religious mission, exempt function, or reputation of Christ's church, so that the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation. This policy will be implemented by appropriate practices and/or written procedures adopted by the Elder Board.

5.11. Fees and Compensation

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

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

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

5.11.2. Any salary recommendations of our Trinity Fellowship Churches family of churches.

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

5.12. Royalties and Honoraria

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

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

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

6. MEETINGS OF THE ELDER BOARD

6.1. Notice

Regular, annual, and special meetings of the Elder Board may be held within or outside the State of Tennessee without formal notice at such time and place as shall from time to time be determined by the Board, except for meetings at which the Board shall consider the removal of a director, as noted in Section 4.7. The Board shall hold an annual meeting for the purpose of electing the directors and officers, and all other business as may properly come before the Board. Special meetings of the Board may be called at any time by the Chairman (if any), the Lead Pastor, the Executive Pastor (if any), or any two directors.

6.2. Waiver of Notice

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

6.3. Quorum

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

6.4. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Elder Board or by a committee thereof may be taken without a meeting, by written action authorized¹¹ by all the directors. However, a written consent setting forth the action so taken and authorized and dated by all the members of the Board or of a committee, as the case may be, must be filed with the minutes of proceedings of the Board or the committee. The written action is effective when authorized and dated by the required number of directors unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors must be notified promptly of its text and effective date.¹² Failure to provide the notice does not invalidate the written action, but a director who does not sign and date the written action is not liable for the action.

¹¹ This may not be permitted in all jurisdictions, but as written, it allows for the greater flexibility of a confirming email or an eSignature, rather than ink signatures from all. Please check your jurisdiction to determine parameters.

¹² Not all states will permit written action in lieu of a meeting with less than unanimity. Please check on whether such action is permissible under the law of your jurisdiction.

6.5. Participation by Alternate Means¹³

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

7. OFFICERS¹⁴

7.1. Number and Positions

The officers of the Corporation shall be elected by the Elder Board - the Lead Pastor¹⁵ (who functions as President), Secretary, and Treasurer.¹⁶ The Board may also elect an Executive Pastor (who functions as Vice-President), one or more Assistant Secretaries, and Assistant Treasurers.¹⁷ Except as otherwise provided, the officers may, but need not be, Pastors of the Church. However, all officers must be members in good standing of the Church. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. In the event that the President is incapacitated, another regional elder could be appointed to serve in the transition.

¹³ Some jurisdictions may not permit participation by conference telephone, while other jurisdictions will provide more latitude, including meetings conducted by email. Each church plant must determine the standard provided by its jurisdiction, and determine whether it wants meetings conducted by the broadest means permitted under law or more limited means.

¹⁴ It may also be helpful to distinguish between directors, officers of the Board, and officers of the corporation. In traditional corporate terminology, (1) directors (collectively as the Board of Directors) provide governance oversight, direction, stewardship of the vision and values, transactional authorization, and overall ensures adherence to the corporate purposes. Directors are typically volunteers who are not compensated for the service to the corporation. (2) The officers of the Board, like the Chairman, Secretary and Treasurer serve the housekeeping functions of the Board, and also typically are volunteers. (3) The officers of the corporation, on the other hand, such as the president (in this case the Lead pastor), the chief financial officer, or executive pastor, or business manager, etc. provide day-to-day management, implement the plans and actions of the Board, report to the Board of Directors, and typically are full-time or part-time employed by the corporation. Often the president (or in this case the Lead pastor) may actually wear all three hats. In some corporations, the chairman and/or vice-chairman of the Board may be considered “officers.” To avoid confusion, a corporation may wish to distinguish between officers of the Board (e.g., chairman, vice-chairman, treasurer, secretary, etc.) and officers of the Corporation (e.g., president, vice-president, chief financial officer, chief operating officer, etc.). As will be evident in sections to follow, Trinity Fellowship Churches maintains these basic distinctions, but these bylaws should be consulted for a specific understanding of each of these roles and their responsibilities in your particular Church.

¹⁵ Among the alternate terms that may be used for this position are Lead Pastor and Lead Elder. This is an optional arrangement.

¹⁶ In this section, the model Bylaws suggests a set of mandatory officers (*i.e.*, officer positions that must be filled) and a set of permissive officers (*i.e.*, officer positions that may be filled at the discretion of the Board). Please be aware that some state laws prescribe certain mandatory officer positions so that a corporation formed in that state must appoint individuals to those positions. For example, California law requires a religious corporation to maintain the following positions: a chairman of the board or a president or both, a secretary, and a chief financial officer.

¹⁷ Some jurisdictions may prohibit the same individual from serving in multiple positions (*e.g.*, President and Secretary).

7.2. Term of Office

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

7.3. The Lead Pastor¹⁸

To be appointed as the Lead Pastor and to maintain that position an individual must satisfy the criteria established for pastors as set forth in *The Book of Church Order*. In the exercise of pastoral plurality within the Church there shall be a first among equals; one man among the many whose gifted influence exercises a greater leadership role than that of the others. He shall be called the Lead Pastor and shall be responsible to lead the pastoral team in ministering the Word of God to the people of God. He shall be an equal among his fellow elders in the exercise of authority but shall have a distinct role in that he serves as the leader of his fellow elders.¹⁹

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

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

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

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

¹⁸ Lead Pastors and how an eldership team may divide duties is at the discretion of the local eldership. In this section, the model Bylaws suggests a set of mandatory officers (*i.e.*, officer positions that must be filled) and a set of permissive officer (*i.e.*, officer positions that may be filled at the discretion of the Board). Please be aware that some state laws prescribe certain mandatory officer positions so that a corporation formed in that state must appoint individuals to those positions. For example, California law requires a religious corporation to maintain the following positions: a chairman of the board or a president or both, a secretary, and a chief financial officer.

¹⁹ This is an optional role in TFC.

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

7.3.2. Selection

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

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

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

7.3.2.1.2. Eldership choice (by a super-majority (three-quarters²⁰) vote of all Board members) of the man they will set before the congregation for the input of the flock.

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

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

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

7.3.3. Role of the Lead Pastor

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

- Provide doctrinal leadership through a prominent teaching role
- Develop the eldership into a cohesive leadership team
- Provide pastoral care for the eldership
- Facilitate decision-making by serving as Chairman of the Board of local elders, or by ensuring that another elder is so tasked

²⁰ A three-quarters majority (75%) is only a recommendation. Each church can establish the percentage that it desires.

- Identify and deploy spiritual gifts among the elders in consultation with the other elders
- Encourage efficiency
- Coordinate eldership training
- Act as the normal spokesman for the elders

7.3.4. Accusation and Dismissal

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

7.3.5. Duration of the Lead Pastor's Role

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

7.4. The Executive Pastor

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

7.5. Vice President

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

7.6. The Secretary

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

7.6.2. They shall bear responsibility for maintaining records of and, when necessary, certifying proceedings of the Board.

7.6.3. They shall perform like duties for the standing committees when required.

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

7.6.5. They shall have such other rights, duties, and powers as are authorized by the Elder Board from time to time.

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

7.7. Assistant Secretaries

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

7.8. The Treasurer

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

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

7.8.3. They shall render to the Lead Pastor and the Elder Board, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

7.8.4. They shall deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board.

7.8.5. They shall endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers for the deposit.

7.8.6. They shall, upon request, provide the Lead Pastor and the Board an account of the financial condition of the Corporation.

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

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

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

7.9. Assistant Treasurers

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

8. ORDINATION, LICENSING, COMMISSIONING

8.1. Ordination

Ordination refers to the recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Such ordination shall be conferred in accordance with procedures delineated in Article VI, Section 3 of these Bylaws, in the Church's *Policy Manual*, and in compliance with *The Book of Church Order*.

8.2. Licensing

A license may be issued by the Board of Elders and may be given in recognition of a man or woman's service in a ministry. Its aim is to allow the person to perform the ecclesiastical duties and functions of the Church at the discretion of the elders.²¹ Licenses will be evaluated—and issued or renewed—periodically at the discretion of the elders. Licenses are issued only to members of **The New Hope Fellowship**.

8.3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person may be commissioned by the Board of Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.²²

8.4. Appeals of Decisions

As noted in *The Book of Church Order*, the Church's decisions on the disqualification or discipline of elders and Church members may be appealed to the Regional Judicial Committee, and decisions of the Regional Judicial Committee may be appealed to the Court of Appeals. The Corporation shall accept and/or recognize the decisions of the Regional Judicial Committee and the Court of Appeals according to the stipulations and qualifications of *The Book of Church Order* and the *Partnership Agreement*, to the extent that they may affect matters of corporate governance (e.g., the fitness of an individual to serve as a director based on his qualification or disqualification as an elder).

²¹ The United States Internal Revenue Service defines ministers as follows, "Ministers are individuals who are duly ordained, commissioned, or licensed by a religious body constituting a church or church denomination. Ministers have the authority to conduct religious worship, perform sacerdotal functions, and administer ordinances or sacraments according to the prescribed tenets and practices of that church or denomination. If a church or denomination ordains some ministers and licenses or commissions others, anyone licensed or commissioned must be able to perform substantially all the religious functions of an ordained minister to be treated as a minister for social security purposes" (IRS Pub. 517).

²² For example, prison chaplains normally require commissioning by a local church in support of their role.

9. DEACONS

9.1. Qualification and Appointment.

The Deacons must be active members in good standing of the Church and must possess the qualifications of a Deacon as set forth in the relevant teachings of the New Testament. Appointments of Deacons of the Church may be made at any regular meeting, or at a special meeting convened for that purpose. Deacons will be male and will serve with respect to the commands of scripture outlining the roles of men and women.²³ Unanimous appointment by a vote of the Board of Elders is preferred but should such unanimity not be fully realized, appointment by no less than a 3/4 majority vote of the Board of Elders shall be required for the appointment of a Deacon. Non-binding but public official affirmation by the church membership is required for any Deacon of the Church.²⁴ A unanimity of affirmation by the church membership is desired but should such unanimity not be fully realized, affirmation by no less than a 3/4 majority of the Church Members responding shall be preferred for the appointment of a Deacon.

9.2. Powers

Deacons serve as ministry leaders. They help care for the flock through their example and care for the church. They free up the elders to oversee the church, to minister the word, and to pray for the church. They assist in the care and leadership of the church under the leadership of the elders in such a way as to extend the effectiveness of the elders and to build the church up into maturity. The purpose of deacons in the church is to work and serve alongside the elders and staff to support, encourage, promote, and uphold their ministry (Acts 6:3). As such, they will exercise delegated authority in their respective realms of ministry responsibility, reporting to the board of elders and the congregation. They shall serve for a one-year term, renewable.

9.3. Removal by Elders

With the approval of the Board of Elders of the Church, any Deacon may be removed from when, in the sole judgment and discretion of the Board of Elders, it is determined by a majority vote of the Elders at a meeting duly called for that purpose and at which a quorum is present that such Deacon should no longer serve. Provided, however, that a notice of such proposed removal and the date, time, and place of any meeting called to consider such removal shall be given in writing to each of the Elders at least one week prior to the date of such meeting.

10. ADVISORY GROUPS

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

²³ TFC allows a degree of latitude in how we understand the Office of Deacon.

²⁴ This is optional in TFC.

11. CHURCH MEMBERS

11.1. Membership Universal and Local

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

11.2. Membership Eligibility

Active voting membership in this assembly shall be open to all those who possess the following qualifications:

11.2.1. A testimony to an experience of the "new birth."

11.2.2. Having been baptized in water by immersion.

11.2.3. Evidence of a consistent Christian life (Romans 6:4; 8:1-4; 13:13, 14

Ephesians 4:17-32; 5:1, 2, 15; 1 John 1:6,7).

11.2.4. An indication of a willingness to contribute regularly to the financial support of the church of which he is to become a member.

11.2.5. Having regularly attended services of, and supported, this assembly for a period of at least three consecutive months prior to the date of application for membership.

11.3. Procedure for Membership Recognition

Those individuals eligible for membership who shall desire to become members of this church shall make a written application to the pastor or church board. The church board shall have the right and authority to determine the eligibility and acceptability of all applicants for membership by majority vote. Those approved for membership by the church board shall be received into the church publicly at any of its regular services, and their names thereupon added to the church membership roll. No applicant for membership shall be accepted as a member within 30 days before an annual business meeting or within 10 days before a special business meeting.

11.4. Transfer Members

A member in good standing of another church, who satisfies the standards for membership eligibility specified in Section 1 of this Article VI (other than the attendance and support requirements), may apply for membership by submitting a letter of transfer from the pastor of the other assembly, upon the approval of a majority of the church board.

11.5. Junior Membership

Junior membership shall be available for young people under 18 years of age who give evidence of the new birth, meet the scriptural standards for membership as specified in these bylaws, and are approved by majority vote of the church board. Junior members shall be entitled to all the privileges of regular members, except that they shall not be eligible to vote and shall not be eligible for any of the offices described in Article VII of these bylaws.

11.6. Associate Members

The church board, at any regular or special meeting, may approve associate members by a majority vote. Eligibility for associate membership is available to any person who is a member in good standing of a church in another community, who is in this community on a temporary basis, and who intends to return to his or her home church. Associate members shall be entitled to all the privileges of regular members, except that they shall not be eligible to vote and shall not be eligible for any of the offices described in Article VII of these bylaws.

11.7. Honorary Members

The church board, at any regular or special meeting, may approve honorary members by a unanimous vote of the members present. Honorary membership is available to any member who has left the church indefinitely. Honorary membership recognition shall continue as long as the member maintains a consistent Christian life, remains sound in doctrine, and maintains a cooperative attitude toward the home assembly. Honorary members shall be entitled to all the privileges of regular members, except that they shall not be eligible to vote and shall not be eligible for any of the offices described in Article VII of these bylaws.

11.8. Inactive Membership

Active voting members who shall without good cause absent themselves from the services of the assembly for a period of 3 consecutive months or more, or who cease to contribute of their means to its support for a period of 3 consecutive months, may be declared inactive members by a majority vote of the church board, and thereupon shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by action of the assembly through its church board.

11.9. Participation in Church Decisions²⁵

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

²⁵ This varies among TFC churches.

11.10. Church Discipline

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

11.11. Resignation of Membership

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

11.12. Removal from Roll

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

11.13. Confidentiality

Though every reasonable effort shall be made to protect confidential communications, especially those received in a pastoral counseling context, there will be times when to properly fulfill their spiritual and leadership responsibilities, the Church's elders may, as they deem necessary or appropriate, share confidential information with one another, Church members, civil authorities, or others they deem may be part of the solution or problem.²⁶ They may do this for the purpose of counsel or the purpose of protecting others from the effects of a Church member's sin, or to assist one another in providing spiritual care to the people of the Church.

11.14. Settlement of Disputes

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

11.14.1. Disputes between members of the church which cannot be resolved privately may be adjudicated by due process under the oversight of the Board of Elders in obedience to biblical principles of conflict mediation, arbitration, and reconciliation, and in compliance

²⁶ Please note that this will likely erode the attorney-client privilege.

with procedures delineated in the Church's *Policy Manual*²⁷ and *The Book of Church Order*, and as presented in the membership application signed by all who join the church.²⁸

11.14.2. In such cases, every attempt shall be made to resolve conflicts via these means, except in such matters as involve criminal implications. In such cases, legal due process may be mandated by civil law and shall be deemed permissible by the elders, if not required. If no legal process is mandated, church members will be expected (unless, at the discretion of the Board, another recourse is judged permissible) to ask the church for mediation in all personal disputes including such matters as alleged breaches of contracts, sale of real or personal property, and/or loss of employment or employment discrimination.²⁹

12. SEAL

The Corporation may have a seal in the form determined by the Elder Board. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.³⁰

13. FISCAL MATTERS

11.1 Deposits

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

11.2 Checks

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

11.3 Fiscal Year

The Elder Board shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on **January 1** and shall terminate on **December 31**.

11.4 Designated Contributions

The Corporation may accept any designated contribution, grant, bequest or devise provided it is consistent with the Corporation's (1) mission and spiritual priorities as determined from time to time by the Board, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes, as set forth in the Articles and these Bylaws. As so

²⁷ Each local church should develop procedures for settling disputes locally.

²⁸ Each local church should consider having members of the congregation sign a document such as a membership application which designates that they understand the church policy on church discipline and settling disputes.

²⁹ Questions for legal and/or insurance company counsel: (1) What about civil cases/lawsuits? (2) Does our Membership Profile statement pass legal muster? (3) Does a policy that expects this of church members affect our insurability?

³⁰ The Corporation may order a corporate kit that includes an official seal for approximately \$50 (including tax, shipping, and handling).

limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. The Corporation shall reserve all right, title, and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use.

11.5 Books and Records

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

11.6 Loans to Directors and Officers Prohibited³¹

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

11.7 Benevolence Fund

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

11.8 Accounting and Fiduciary Guidelines

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

³¹ This is considered a “best practice” for nonprofit tax-exempt organizations and may be required under the laws of the particular jurisdiction in which the Church is located. However, if this practice is not prohibited by law, a church may decide not to prohibit such a practice if it is necessary to serve the best interests of its mission; for example, if it is located in a geographic region where the cost of living is particularly high, it may consider a loan in order to facilitate the transition of a new pastor. If a church is interested in reserving such an option, it should consult with legal counsel to determine or confirm whether it is permitted by law and consider any tax and other legal consequences.

14. INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, employee, or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to the fullest extent permitted by law.³² The Corporation may purchase and maintain insurance to indemnify:

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

12.2 Its directors, officers, employees, and agents.

15. AMENDMENTS

These Bylaws may be amended, altered, or repealed by a majority³³ of the Elder Board in attendance at any regular meeting of the Board, or at any special meeting of the Board if notice of the proposed alteration or repeal is contained in the notice of such meeting or notice is properly waived as outlined in Section 5.2 of these Bylaws.

³² Although this provision provides for permissive indemnification, some states require indemnification in specific circumstances. Depending on the requirements of state law, a corporation may also establish a more precise standard for indemnification, such as permitting indemnification if the director, officer, employee, or agent has acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, in a manner in which he had reasonable cause to believe was lawful.

³³ Some jurisdictions may require a higher proportion such as a majority of the entire Board (as opposed to only those in attendance) or a two-thirds majority, so please consult with legal counsel and/or check the applicable laws regarding amendment of Bylaws in a nonprofit corporation without members. Also, please note that a separate law may govern the amendment of the Articles of Incorporation.