



# **The Village Church**

## D E N T O N

**THE VILLAGE CHURCH DENTON BYLAWS**  
*Effective January 23, 2023*

## **ARTICLE 1**

### **NAME**

The name of this corporation is The Village Church Denton (the “Church”). The principal office shall be located at 1106 W. Oak Street, Denton, TX US 76201 or such other place as the Elders may direct.

## **ARTICLE 2**

### **STATEMENT OF FAITH**

The Village Church Denton is a church under the lordship of Jesus Christ. Therefore, we are committed to contending for the faith that was once for all delivered to the saints (Jude 1:3). In unity with the historic Christian church, we believe and confess the Apostles’, Nicene and Chalcedonian Creeds as accurate representations of Scripture’s teaching. In addition to these historic formulations, we are situated within the evangelical, Reformed and Baptist traditions.

The basic doctrines within The Village Church Denton Statement of Faith represent what we believe to be core elements of biblical teaching. We expect all members of The Village Church Denton to affirm these doctrines.

The theological distinctives within The Village Church Denton Statement of Faith reflect what distinguishes The Village Church Denton from other churches who would affirm the basic doctrines. These distinctives indelibly shape the way that The Village Church Denton is led and the direction the Church is headed. We do not expect all members to embrace all aspects of these distinctives, but members should expect that the distinctives will be maintained in all ministry environments at The Village Church Denton, and members may not teach contrary to them.

#### **Doctrine of God**

*We believe in one God eternally existing as one essence and three distinct persons: God the Father, God the Son and God the Holy Spirit, each of whom is fully God, yet there is one God.*

We believe in one God eternally existing as one essence and three distinct persons: God the Father, God the Son and God the Holy Spirit. Each person is fully, equally and eternally God, yet there is one God. Each person has precisely the same nature and attributes and is worthy of precisely the same worship, honor and praise. The entire Christian faith is bound together with the confession of God’s Trinitarian nature (Matt. 28:18-20).

We believe in God the Father, the Creator of heaven and earth. We believe in the Son, God from God, eternally begotten but not made, who in history assumed to Himself a human nature for the sake of our salvation (John 1:14; Heb. 1:3). He is fully God and fully man. Through Him, all things came into being and were created. He was before all things, and in Him, all things hold together by the word of His power (Col.1:15-20). He suffered, died, was buried, resurrected, ascended and sits at the right hand of the Father until He returns for the final judgment and consummation of the Kingdom. We believe in the Holy Spirit who eternally proceeds from the Father and the Son and is sent by the Father and Son to give new life (John 15:26-27). The Holy Spirit unites believers to

Jesus Christ in faith, brings about the new birth and dwells within the regenerate (Eph. 1:13-14). The Holy Spirit has come to glorify the Son who, in turn, came to glorify the Father. He will lead the Church into a right understanding and rich application of the truth of God's Word. He is to be respected, honored and worshiped as God, the third person of the Trinity.

The triune God, Father, Son and Spirit, is the Creator of all things, visible and invisible. As the immortal and eternal Creator, He sovereignly rules over all of His creation (Ps. 24:1).

## **Doctrine of Revelation**

*God has made Himself known to the world in Jesus Christ, the Scriptures and creation.*

We believe that God has made Himself known to His creation. He has revealed Himself to us in His Son, the incarnate Word (Heb.1:1-2), in Scripture, the inspired Word (2 Tim. 3:16), and in creation (Ps. 8; Rom. 1:20)

We believe that Jesus Christ, the Son of God, is the perfect revelation of who God is. Jesus Christ is the "image of the invisible God" (Col. 1:15), "the exact imprint of his nature" (Heb. 1:3) and a perfect reflection of God the Father (John 5:19).

We believe the Scriptures, the 66 books of the Old and New Testaments, are the inspired Word of God and are therefore without error in their original writings. These writings alone constitute the verbally inspired Word of God, which is utterly authoritative and free from error. The Scripture is sufficient for all that God requires for us to believe and do and is therefore to be believed, as God's instruction, in all that it teaches; obeyed, as God's command, in all that it requires; and trusted, as God's pledge, in all that it promises (Is. 40:6-8). As God's people hear, believe and obey the Word, they are equipped as disciples of Christ and witnesses to the gospel (Rom. 10:14-17).

## **Doctrine of Creation and Providence**

*We believe that God created the world from nothing and governs all things at all times in all places.*

God created the whole world from nothing (Gen. 1:1-2; Ps. 24:1). God's creative work is the overflow of the love present within the Trinitarian fellowship. Creation, according to the design of God, was good (Gen. 1:3-31).

God doesn't let the world exist, He makes the world exist. He upholds the universe by the word of His power, and He holds the world together in himself (Col. 1:17).

## **Doctrine of Humanity**

*We believe that all humanity is created in the image of God and possesses intrinsic dignity and worth.*

God made humanity—male and female—in His own image (Gen. 1:27-30). Set apart as His image

bearers, every human being is sacred. All men and all women, bearing the image of God, are meant to represent God in His creation (1 Cor. 10:31). God declares the created order to be very good, distinguishing men and women as His agents to care for, manage and govern over it. They enjoy equal access to God by faith in Christ Jesus and are both called to move beyond passive self-indulgence to significant private and public engagement in family, church and civic life. Adam and Eve were made to complement each other in a one-flesh union in the covenant of marriage that establishes the only God-ordained pattern of sexual relations for men and women. In God's wise purposes, men and women are not simply interchangeable, but rather they complement each other in mutually enriching ways.

## **Doctrine of Sin**

*We believe that sin has fractured all things, leaving the world in desperate need of salvation.*

Through the temptation of Satan, humanity transgressed the command of God and fell from their original holiness and righteousness (Gen. 3). Now the entire human race inherits a corrupt nature that is opposed to God and His law (Rom. 3:9-20). Therefore, all humans are under condemnation. This depravity is radical and pervasive. It extends to the mind, will, body and affections. Unregenerate humanity lives under the dominion of sin and Satan (Eph. 2:1-3). He is at enmity with God, hostile toward and hateful of God.

## **Doctrine of Salvation**

*We believe that salvation is by grace alone through faith alone in Christ alone.*

We believe that, due to universal death through sin, no one can enter the kingdom of God unless born again (John 3:5-8); that salvation is only by grace through faith in the shed blood of Jesus Christ; and that all who receive the Lord Jesus Christ through faith are declared righteous by God and become children of God (Heb.10:19-25).

We believe the Scriptures teach that regeneration, or the new birth, is that act of God by which the Holy Spirit imparts a new nature and a new spiritual life, not before possessed, and the person becomes a new creation in Christ Jesus (Gal. 2:20). The mind is given a holy disposition and a new desire to serve God, the dominion of sin is broken, and the heart is transformed from a love of sin and self to a love of holiness and God.

## **Doctrine of the Church**

*We believe that the Church is the body of Christ sent into the world to shine forth the glory of God.*

God, by His Word and Spirit, creates the Church, calling sinful humanity into the fellowship of Christ's body (1 Cor. 12:12-31). By the same Word and Spirit, He guides and preserves that newly redeemed humanity. The Church is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The Church exists to worship and glorify God as Father, Son and Holy Spirit. The ministry of the Church is an extension of the ministry of Jesus in the power of the Spirit.

The ultimate mission of the Church is to bring glory to God by making disciples (Matt. 28:18-20). The Church is called to make disciples through worship, prayer, teaching of the Word, observance of the ordinances, fellowship, the exercise of our gifts and talents, and the proclamation of the gospel both in our community and throughout the world.

We believe there are two ordinances of the Church. One is that of believer's baptism in the name of the Father, Son and Holy Spirit, and the other is the Lord's Supper.

Water baptism is only intended for those who have received the saving benefits of Christ through the new birth of the Holy Spirit. In obedience to Christ's command and as a testimony to God, the Church, oneself and the world, believers are baptized by water in the name of the Father, Son and Holy Spirit. Water baptism is a visual and symbolic demonstration of a person's union with Christ in the likeness of His death and resurrection. It signifies that a former way of life has been put to death and vividly depicts the release from the mastery of Satan, sin and death.

As with water baptism, the Lord's Supper is to be observed only by those who have become genuine followers of Christ. This ordinance symbolizes the breaking of Christ's body and the shedding of His blood on our behalf and is to be observed repeatedly throughout the Christian life as a sign of continued participation in the atoning benefits of Christ's death. As we come to the table with an attitude of faith and self-examination, we remember and proclaim the death of Christ, receive spiritual nourishment for our souls and signify our unity with other members of Christ's body.

### **Doctrine of Resurrection and Consummation of the Kingdom of God**

*We believe that Jesus Christ is returning to the world in the future to judge the living and the dead.*

The consummation of all things includes the future, physical, visible, personal and glorious return of Jesus Christ, the resurrection of the dead and the glorification of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth. In the consummation, Satan, with his hosts and all those outside Christ, is finally separated from the benevolent presence of God, enduring eternal punishment (Rev. 20:7-15), but the righteous, in glorious bodies, will live and reign with Him forever, serving Him and giving Him unending praise and glory. Then the eager expectation of creation will be fulfilled, and the whole earth shall proclaim the glory of God, who makes all things new (Rev. 21:1-5).

### ***Distinctive / Complementarianism***

Men and women are absolutely equal in essence, dignity and value but are distinct by divine design. As part of God's good, created order, men and women are to have different yet complementary roles and responsibilities in the home and church. As it relates to the church, men and women are both expected to lead; however, the office of elder is reserved for qualified men. This reservation includes the pastoral responsibilities distinctly entrusted to elders: leading out in the oversight of the church's membership and discipline (Acts 20:28-31; 1 Tim. 5:17; Titus 1:5-11; 1 Pet. 5:1-2;), preaching the word of God to the gathered congregation (1 Tim. 2:12, 3:2, 5:17);

Titus 1:9-11), and overseeing the ordinances of the church (baptism and the Lord's Supper). These pastoral responsibilities, like the office of elder itself, are reserved for qualified men.<sup>1</sup>

### ***Distinctive | Sovereignty of God in Salvation***

The salvation of humanity is fundamentally the work of God. Before the foundation of the world, God elected His people, setting His affection and grace upon them (Rom. 8:29-30). In love God predestined His people for adoption (Eph. 1:4-6). Faith is a gift of grace that is given by the mercy and pleasure of God, so that no one may boast. Apart from the intervention of God, humanity cannot choose of his own accord to worship God and pursue righteousness (Rom. 3; Eph. 2:1-3). God's sovereignty in salvation is comprehensive: from first to last, all of salvation is the work of God.

### ***Distinctive | Gifts of the Holy Spirit***

The gifts of the Holy Spirit that we see on display in the New Testament are still active within the life of the church. These gifts did not end with the close of the New Testament or the death of the last apostle (1 Cor. 12:1-11).

### ***Distinctive | Baptism by Immersion***

The precedent we find in the New Testament is baptism following conversion by immersion into water. Baptism by immersion is meant to symbolically depict the believer's real union to Christ in His death and resurrection (Rom. 6:1-14). (For more on this distinctive, consider attending one of our Baptism classes, held several times throughout the year.)

## **ARTICLE 3 STATEMENT OF BELIEFS**

### **Marriage, Gender, and Sexuality**

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen 1:26-27.) We affirm one's biological sex and organize ministries according to one's biological sex. Rejection of one's biological sex is a rejection of one's created nature. We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen 2:18-25.) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Cor 6:18; 7:2-5; Heb 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of sexual

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<sup>1</sup> There are men on staff and in the congregation who meet the qualifications of elder but do not hold the office. Though they are not currently in the office of elder (and may never be), we believe these men are trustworthy to preach the word of God and officiate the ordinances. A man who does not meet the qualifications of elder does not meet the requirements of being a qualified man. If a non-elder has been vetted and trained and meets the qualifications of elder, we do not want to restrict his ability to preach at The Village Church Denton or overseeing the ordinances by restricting preaching or overseeing the ordinances to only those who hold the office of elder.

immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matt 15:18-20; 1 Cor 6:9-10.) We believe that in order to preserve the function and integrity of The Village Church Denton as the local Body of Christ, and to provide a biblical role model to the The Village Denton members and the community, it is imperative that all persons employed by The Village Church Denton in any capacity, or who serve as volunteers, agree to and abide by this Statement on Marriage, Gender, and Sexuality. (Matt 5:16; Phil 2:14-16; 1 Thess 5:22.) We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11.) We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of The Village Church Denton.

### **Sanctity of Human Life**

We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life (Ps. 139).

## **ARTICLE 4 NON-PROFIT STATUS**

The Church is a nonprofit corporation under the laws of the state of Texas and is organized under the Texas Business Organization Code, as amended (the "Code"). Federal tax exemption is granted under Internal Revenue Code 501(c)(3). The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons. Subject to the Church's rights as guaranteed by the United States Constitution or the Texas Constitution, no substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE 5 GOVERNMENT**

The Church is autonomous and maintains the right to govern its own affairs, independent of denominational control. Recognizing, however, the benefits of cooperation with other churches in the fulfillment of its purposes, the Church may voluntarily affiliate with other churches and conventions by a passing vote of the Elders as defined in Article 7, Section 9.

## **ARTICLE 6 MEMBERSHIP**

### **Section 1      Requirements**

Membership within the Church is first predicated on one becoming a genuine follower of Jesus Christ through having responded by faith by the drawing of the Holy Spirit to the message of the gospel. In addition, Members shall have completed all of the requirements of membership as defined by the Elders including but not limited to, signing to affirm the Statement of Faith contained in Article 2, signing the Church Membership Covenant, as it is revised, amended or restated from time to time, and reading these bylaws of the Church and agreeing to be bound thereto.

### **Section 2      Responsibilities**

Membership within a local church carries both privileges and responsibilities. Members of the Church are held accountable to the responsibilities of general Christian obligations comprehensively, though not exhaustively, outlined within the Church's Membership Covenant, the Statement of Faith, and these bylaws.

### **Section 3      Voting by Members**

The Members of the Church shall vote on the following matters:

- (a) The annual operating budget;
- (b) Membership affirmation or removal;
- (c) Hiring or termination of the Lead Pastor;
- (d) Any loan that results in cumulative indebtedness exceeding twenty percent (20%) of the current, annual Church operating budget;
- (e) Disposition of substantially all of the Church's assets;
- (f) Merger or dissolution of the Church;
- (g) Any proposed change to these Bylaws that would reduce, revoke or otherwise attenuate a right granted to the Members in the then-current Bylaws; and
- (h) Other actions delegated to the vote of the members at the sole discretion of the Elders.

The time, place and nature of upcoming votes will be communicated to the Church and Church Members shall have an opportunity to submit questions, comments, or concerns, which will be



considered by the Elders on a case-by-case basis. Voting shall take place during public worship services, member meetings or a special business meeting at the sole discretion of the Elders. Only Church Members shall be permitted to vote. A simple majority, defined as a result greater than 50% when the number of affirmative votes is divided by the number of total votes cast, shall constitute a passing vote.

Membership acceptance may be voted upon by the Members at any public worship service, member meetings, or special business meeting without any advance notice.

The Elders, in their discretion, may vote to waive any advance notice requirement for Member voting on membership removal.

#### **Section 4      Dispute Resolution**

Criminal matters, which include matters of child or elder abuse or neglect, must always be reported to the appropriate government authorities (see Romans 13:1-5). Members are encouraged to resolve civil disputes, if possible, outside of court. (see 1 Corinthians 6:1-8).

#### **Section 5      Membership Removal**

Membership is reviewed on a regular basis. Members can be removed through the following:

- (a) Voluntary resignation or renunciation of membership by one in good standing,
- (b) Death,
- (c) As a result of public church discipline, or
- (d) Voluntary resignation due to lack of ability to adhere to or declare belief in the Statement of Faith.

#### **Section 6      Public Church Discipline**

Public church discipline is a necessary mark of a healthy church and shall be applied in cases of outward explicit unrepentant sin in accordance with the biblical pattern generally outlined in Matthew 18:15-17 and 1 Corinthians 5.

Where the steps of discipline are exhausted in cases of outward explicit unrepentant sin, the Elders will recommend that the congregation consider removing a person from membership with the hope of eventual reconciliation and restoration. This removal may or may not include a prohibition to attend Church services and events, depending on the circumstances. In addition, it will include appropriate public disclosure of the reasons for and the circumstances leading to the recommendation of removal from membership to the gathered membership of the Church. Those so disciplined will in turn be restored to fellowship where the Elders have observed that repentance has occurred.

The members of this Church agree that a member may voluntarily withdraw or resign his or her membership at any time. If, at the time of withdrawal or resignation, the member is in the midst of the discipline process, the discipline process will immediately cease as the member has chosen to not abide by the discipline process of the Church and has removed him/herself from membership in this local Church body.

## **ARTICLE 7 MEETINGS**

### **Section 1      Public Worship**

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

### **Section 2      Member Meetings**

The Elders shall have the authority to call a member meeting or special meetings as needed and may do so on an emergency basis if necessary.

The voting constituency at all member meetings of the Church shall consist of all active voting members present and all approved absentee ballots of members who are unable to attend.

A quorum shall consist of all active voting members present at any duly called and properly announced business meeting.

## **ARTICLE 8 CHURCH DIRECTORS (ELDERS), OFFICERS, AND DEACONS**

### **Section 1      Directors (Elders) Definition and Powers**

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

The total number of Elders shall not be less than three. Additional Elders may from time to time be nominated and elected in accordance with these Bylaws. The Elder board shall include at least one Staff Elder, as such position is defined below. The Elder board will maintain a simple majority of Non-staff Elders.

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

### **Section 2      Non-staff Elders and Staff Elders**

Non-staff Elders are defined as those Elders who are not in the employ of the Church as a regular

part-time or full-time staff member. Non-staff Elders shall not receive compensation or salaries for their service.

Staff Elders (also called “Pastors”) are defined as those Elders who are in the employ of the Church as a regular part-time or full-time staff member. Staff Elders may receive reasonable compensation for fulfilling their Staff responsibilities as employees of the Church. A Staff Elder shall neither vote on nor determine his own personal salary, benefits, or housing allowance.

### **Section 3      Qualifications**

The minimum qualifications for Elders shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including without limitation the requirement that Elders be men. In addition to the minimum qualifications given in Scripture, Elders must be Members who fully meet the requirements for membership specified in Article 5, Section 1 and are actively involved in the ministry of the Church. The Elders may at any time create, alter, amend, repeal or restate resolutions establishing additional qualifications outside of those listed in the above scriptures.

### **Section 4      Duties of the Elder Board**

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

The Elder board shall establish a committee of Non-staff Elders who shall be responsible to supervise the Lead Pastor.

The Elders of the Church shall vote on the following matters:

- (a) Appointment or removal of any Elder or Deacon,
- (b) Doctrinal issues,
- (c) Compensation of Church employees,
- (d) Voluntarily affiliate with other churches and conventions,
- (e) Alter, amend, repeal, restate, adopt Bylaws, and
- (f) Other actions as determined in the sole discretion of the Elders.

Elder votes on any matter may be communicated to the Church at the sole discretion of the Elders, other than a vote on the appointment or removal of any Elder or Deacon.

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

The Elders shall also hire and terminate all staff members (with the exception of the Lead Pastor as specified in Article 6, Section 3) and appoint and make recommendations to the congregation

to accept or remove Members, shepherd Deacons and Members, have oversight of the membership process including oversight of any member discipline process, care for missionaries, ministry contextualization and implementation, oversight of Deacons, oversight of discipleship, and financial stewardship of ministries.

## **Section 5      Duties of the Staff Elders**

The Staff Elders shall carry out the vision and direction of the Elder Board and shall, in collaboration with the staff, oversee the day-to-day activities of the Church and the ministries and business of the Church, subject to the power expressly reserved for the Elder Board at large, and subject to the limitations of the law, the Texas Nonprofit Corporation Act, the Articles of Incorporation and these Bylaws.

The Lead Pastor, in conjunction with the Lead Team (defined as those who are supervised by the Lead Pastor), shall supervise, directly or by delegation, all employees of the Church, and may delegate to them any and all duties and responsibilities they deem reasonable.

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

## **Section 6      Selection and Term of Office**

The Elders shall have the sole authority to appoint new Elders. A man shall be appointed as an Elder by a passing vote of the Elder body after he has been tested and proven to meet the qualifications of an Elder (Article 8, Section 3). The Elders may appoint a committee or group to examine Elder candidates and report its findings to the Elder body. The Elders may also receive recommendations for Elder candidates from Church Members.

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

Once a man is appointed to the Elder body as a Non-staff Elder, he is expected to serve in this capacity for no more than six years after which he must take a mandatory one-year sabbatical from service on the Elder Board. Elders on sabbatical may rejoin after a one-year absence from the Elder body at the discretion of the current Elders.

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

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

these Bylaws. Such vacancies may be filled as they occur.

### **Section 7      Removal**

Any Elder may be removed from the office of Elder for valid cause (e.g. conviction for crimes, living in an unscriptural manner, ceasing to meet the qualifications of an Elder). The Elder body will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed, or restated by a resolution of the Elders, except during an active case of removal. The Elders shall have the sole authority to remove an Elder.

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

### **Section 8      Elder Meetings**

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

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

### **Section 9      Definition of Quorum and Passing Vote**

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

A passing vote must be equal to or greater than fifty percent (50%) of the Elders present. Voting by proxy is prohibited.

## **ARTICLE 9 OFFICERS**

### **Section 1      Officers**

The duties and responsibilities of officers of the Church corporation shall be vested in the Elders.

## **ARTICLE 10 DEACONS**

### **Section 1      Definition and Qualifications**

The responsibility of Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the Elders in their service and equipping functions. Deacons may be men or women, to meet the qualifications as specified in 1 Timothy 3:8-13. Deacons must be Members

who fully meet the requirements for membership specified in Article 6 Section 1 and are actively involved in the ministry of the Church.

The Elders shall appoint the number of Deacons required to meet permanent and short-term needs of the Church. The Deacon body (also called “Diaconate”) may consist of any ratio of Non-staff to Staff Deacons.

## **Section 2      Non-staff Deacons and Staff Deacons**

Non-staff Deacons are defined as those Deacons who are not in the employ of the Church as a regular part-time or full-time staff member. Non-staff Deacons shall not receive compensation or salaries for their service.

Staff Deacons (also called “Ministers”) are defined as those Deacons who are in the employ of the Church as a regular part-time or full-time staff member. Deacons may receive reasonable compensation for fulfilling their Staff responsibilities as employees of the Church. A Staff Deacon shall neither vote on nor determine their own personal salary, benefits, or housing allowance.

## **Section 3      Term of Office**

Non-staff Deacons will serve in this capacity for no more than six years after which they must take a mandatory one-year sabbatical from service. A Non-staff Deacon may be re-join after a one-year absence from the Diaconate at the discretion of the current Elders.

Staff deacons will serve as long as they are in the employ of The Church. If terminated or upon retirement, Staff Deacons may continue to serve as Non-staff Deacons for the duration of the normal Non-staff Deacon term limits, at the sole discretion of the Elder Board.

## **Section 4      Duties of Non-staff Deacons**

The duties of the non-staff deacons shall be determined on a case by case basis with reference to the church's position paper on deacons (which is available by request).

## **Section 5      Duties of Staff Deacons**

Staff Deacons shall have limited oversight over the day-to-day activities of the Church as delegated by the Elder Board. The Staff Deacons will spend time planning, organizing, and executing specific ministry initiatives and programs that contribute to The Church’s mission and vision. They may receive any and all duties and responsibilities deemed reasonable by the Elder Board.

## **Section 6      Appointments and Confirmation**

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

## **Section 7      Removal of Deacons**

Any Deacon may be removed from office for valid cause (e.g. conviction for crimes, living in an unscriptural manner, ceasing to meet the qualifications of a deacon. A written notice of proposed removal of any Deacon shall be given to the Elders at least ten (10) days prior to the meeting at

which an action to affect such removal is to be taken to ensure that the Deacon is given a reasonable opportunity for defense. The Deacon shall have the opportunity to answer the charges in the presence of his or her accusers but shall not be present during the discussion and vote on his or her removal. The removal of a Deacon requires a passing vote of the Elders.

### **Section 8      Deacon Meetings**

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

## **ARTICLE 11 ORDINATION AND LICENSING**

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

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

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

The Church may adopt ordination and licensing processes at the discretion of the Elder Board.

## **ARTICLE 12 INDEMNIFICATION**

### **Section 1      Power to Indemnify and Hold Harmless**

To the extent permitted by applicable law, the Church may indemnify and hold harmless each person

- (i) who was or is made a party to or is threatened to be made a party to or is involved in (including, without limitation, as a witness in any actual or threatened action) any suit or other proceeding,
- (ii) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Church,
- (iii) against all expenses, liability, and loss (including, without limitation, attorney's fees, judgments, fines, excise taxes or penalties, and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith.

Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the Church and shall inure to the benefit of his or her heirs and personal

representatives.

The Church may pay expenses incurred in defending any proceeding in advance of its final disposition.

## **Section 2      Indemnification of Directors, Officers, Employees, and Agents; Mandatory Indemnification**

To the maximum extent permitted by applicable law, the Church shall indemnify and advance expenses to any person

- (i) who is or was a director (either elected or ex-officio), an officer of the Church, or a member of its leadership team (e.g. elders and deacons), or to such person's heirs, executors, administrators, and legal representatives,
- (ii) by reason of the fact that such person is or was a director, an officer of the Church or a member of its Elder Board,
- (iii) for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, to which such person was, is, or is threatened to be made a named defendant or respondent.

The indemnification and advancement of expenses provided for in this Section shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the limitations in Section 3.

## **Section 3      Limitation of Powers**

Indemnification shall not be made for any proceeding in which the person has been found liable for willful, intentional, or illegal misconduct in the performance of his or her duty to the Church.

No indemnification shall be provided to any person if the Church is prohibited by law from paying such indemnification.

Indemnification shall not be made unless the elder board determines that the following conditions have been met:

Such person conducted himself or herself in good faith, and reasonably believed

- (i) In the case of conduct in his or her official capacity with the Church, that his or her conduct was in its best interest,
- (ii) In all other cases, that his or her conduct was at least not opposed to the best interests of the Church; and
- (iii) In the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the person did not meet the standard of conduct herein described.



#### **Section 4      Prohibition Against Private Inurement**

In the event and to the extent any part or whole of this Article is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against “private inurement” by a final non-appealable order of a court of competent jurisdiction or by any United States Internal Revenue Service action, then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the Church or its tax-exempt status.

### **ARTICLE 13 EMERGENCY POWERS**

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

The emergency bylaws shall remain in effect until normative governance and operations can be reasonably restored. The purpose of all actions in this Article shall be limited in scope to the restoration of normative governance.

### **ARTICLE 14 TRANSACTIONS OF THE CHURCH**

#### **Section 1      Contracts and Legal Instruments**

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

### **ARTICLE 15 AUDITS**

The Church will engage an independent certified public accountant to conduct an annual audit, in

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

## **ARTICLE 16 DISSOLUTION AND MERGER**

“Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows:

- (1) All liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore,
- (2) Assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements,
- (3) Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church. This distribution shall be done pursuant to a plan adopted by the Elders by passing vote, and
- (4) Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church’s Articles of Faith and basic form of government.

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

## **ARTICLE 17 AMENDMENTS AND ALTERATIONS**

Excepting those alterations related to “Voting by Members” in Article 5, these Bylaws or any provision contained herein may be altered, amended, repealed, or restated, and a new Bylaws adopted, by a passing vote of the Elder body. Such vote shall take place at any special or regular Elder meeting duly noticed. “Duly noticed” is defined as seven-day pre-notification via email or other communication.