

BYLAWS OF THE CHAPEL HILL BIBLE CHURCH, CHAPEL HILL, NORTH CAROLINA

AS AMENDED JUNE 7, 2020

[Redline showing proposed amendments to be voted on June 5, 2024.]

ARTICLE I: NAME

This organization shall be known as "The Chapel Hill Bible Church of Chapel Hill, North Carolina," referred to herein as "the Church."

ARTICLE II: CONSTITUTION AND BYLAWS

The Constitution of the Church declares who we are, and as such consists of our purpose, our statement of faith, our covenant of fellowship, qualifications and procedures for membership, and the ordinances we celebrate. These Bylaws prescribe the governance of the Church, under the leadership of the Holy Spirit, as vested in its members and administered by the Board of Elders, the Board of Deacons and our pastoral staff. Wherever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution. Should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

ARTICLE III: ORGANIZATION, INCORPORATION AND OFFICES

A. ORGANIZATION. The Church is organized as a nonprofit corporation under the laws of the state of North Carolina ("the Corporation").

B. OFFICES. The registered office of the Church shall be located within North Carolina at the address of the Church's registered agent. The Board of ~~Deacons~~Elders, serving as the Board of Directors of the organization Corporation for business purposes, may change the registered agent and the address of the registered office from time to time upon filing the appropriate statement with the Secretary of State.

ARTICLE IV: CONGREGATIONAL AUTHORITY

The Church shall be Christ ruled, elder led, and congregationally accountable, with its governance vested in the members and administered by the Board of Elders, the Board of Deacons and the pastoral staff. As such, the members shall have the sole authority (except as may otherwise be provided by these Bylaws), to be exercised in the manner set forth in these Bylaws, to perform the following actions: 1) calling a member of the pastoral staff, 2) electing members of the Board of Elders, 3) electing members of the Board of Deacons, 4) calling ministers (~~except as may otherwise be provided by these Bylaws~~), 5) modifying or terminating the support of Long-Term Missionaries, 6) adopting a budget, 7) buying or selling property, 8)

Commented [1]: This qualifier is moved up and thus made general, to reflect the general "Elders as proxy for membership" provision of Art. V, C.1.

borrowing money in excess of 3% of the annual budget, 9) amending the Constitution, and 10) amending these Bylaws.

ARTICLE V: CONGREGATIONAL BUSINESS MEETING

A. ANNUAL CONGREGATIONAL MEETING. The church business (or fiscal) year shall be established by the Board of Elders and the Board of Deacons. An annual congregational meeting shall be held in conjunction with the beginning of each new business year. Election of officers and adoption of the church budget shall be included in the agenda of the annual congregational meeting.

B. SPECIAL BUSINESS MEETINGS. Special business meetings may be called at any time at the request of the Board of Elders or at the written request, addressed to the Board of Elders, of not less than ~~twenty ten~~ percent (2010%) of the members of the Church. Announcement of any special business meeting shall be given from the pulpit ~~or in the bulletin and through other regular means of communication with members~~ on two (2) consecutive Sundays, and notice of the time, place, and purpose of said meeting shall be announced in like manner. No business shall be transacted at such meetings except that stated in the announcement.

Commented [2]: NC Chapter 55A-7-02(a) says that a special meeting must be called to address a specific topic upon written demand signed by at least 10% of the membership eligible to vote. Amendment to conform the bylaws to the law.

Commented [3]: To allow for technological evolution.

C. QUORUM AND CONDUCT OF BUSINESS

1. A quorum for the transaction of business at all congregational meetings shall be twenty percent (20%) of the members. The majority of votes cast shall prevail unless the vote of a greater number is required by law or by our Constitution or Bylaws.

a) If a quorum is not met at any congregational business meeting, the Board of Elders ~~shall may~~ act as proxy for the congregation, if ~~there are sufficient numbers of elders present to constitute~~ a majority of the Board of Elders ~~are present, provided that in no event may the Constitution of the Church or these bylaws be amended except by vote of the congregation.~~

Commented [4]: This should be an option, not a requirement.

a)b) In the event that the Board of Elders act as proxy for the congregation pursuant to this provision, a vote of 80% of the members of the Board of Elders present ~~Of the elders present, an eighty percent (80%) of Elder votes cast shall prevail~~ shall be required to pass any motion ~~unless the vote of a greater percentage number is required by law or by our Constitution or Bylaws.~~

Commented [5]: No provision requiring > 80% vote for any purpose exists.

~~b) — In this instance, a majority of all the Elder Board members shall constitute a quorum of the Board, and the acts of the majority of the Board present and voting shall be acts of the entire Board, unless otherwise specifically required by law.~~

2. In all congregational business meetings the ~~chair~~ Chairman of the Board of Elders or an individual appointed by the Chairman of the Board of Elders shall preside.

3. In the transaction of business, the most current edition of Robert's Rules of Order, Revised shall be used in all cases not covered by the Constitution or Bylaws.

D. VOTING. The chair of the meeting shall determine the method of voting, except in such cases as secret ballot is specified in the Constitution or Bylaws. Eligibility for voting at congregational business meetings shall be limited to members, as defined by the articles of the Constitution and these Bylaws. No proxy or absentee vote shall be permitted except by Elders as defined in Article V, C.1.a. above.

E. PROVISION FOR EXCEPTIONAL CIRCUMSTANCES

In unforeseen or exceptional circumstances where the Annual Congregational Meeting is scheduled or a Special Business Meeting is called and membership is not able to physically convene in one location, the following provisions shall be applied:

1. ~~If the Oversight Team~~ Board of Elders shall determine, by a majority of two thirds, that circumstances do not allow the membership to physically convene for ~~the above meeting(s)~~ a regular or specially called meeting, and ~~propose an alternate~~ that a web-based meeting that most will adequately effectively support the purposes of the meeting in light of the circumstances, they shall charge CHBC staff to recommend an effective web-based platform for such meeting.

2. ~~The Oversight Team will submit this proposal to the Elder Board by electronic means and approval by two thirds majority of the active Elder Board is required for passage.~~

~~3.2.~~ The Board of Elders ~~Oversight Team~~ will charge CHBC staff to determine the most effective web-based platform for meeting and communication and inform the membership per the stipulations of the time, purpose, and means of any such web-based meeting consistent with relevant provisions of Article 5, A-D.

Commented [6]: Appointment by the Board of Elders would require a vote. It is customary and convenient in organizations to allow the Chairman to name a designee to chair a meeting, without a vote of the board.

Commented [7]: The staff can only recommend, and the BoE must finally approve such an important decision.

Commented [8]: Edited for clarity.

4.3. Every effort will be made to adhere to the most current edition of Robert's Rules of Order, Revised. If the web-based platform does not allow for this, alternative means of input from meeting participants will be provided.

ARTICLE VI: OFFICERS

Certain responsibility and authority are designated for the various church officers for the purpose of glorifying the Head of the Church, namely Christ, and to effectively lead and care for the Church. The officers of the Church shall necessarily serve together in humility, cooperation, and collaboration in order to fulfill these purposes.

The officers of the Church shall consist of members serving in the following offices: A) the pastoral staff, B) the Board of Elders, C) the Board of Deacons, D) appointed church officers to include the Church Clerk and the Church Treasurer, and E) ministers.

A. PASTORAL STAFF

1. Pastoral Staff. Upon recommendation of the Board of Elders, the congregation may call such pastoral staff as shall be considered necessary for the most effective ministry of the Church.

a) Selection. It shall be the responsibility of the Board of Elders to choose a candidate to recommend to the congregation for the pastorate. The candidate of their choice shall be a man ~~qualified as an~~ who meets the qualifications for an elder set out in 1 Timothy 3:1-7 and Titus 1:5-9, ~~elder~~, of satisfactory biblical training, high moral reputation, and evident spiritual discernment and gifts, who is or will become independent of any denomination, and who will subscribe without mental reservation to the Statement of Faith, Covenant of Fellowship, Constitution and Bylaws of the Church. After being interviewed by the Board of Elders and recommended to the Church by them, the pastor shall be elected by an eighty percent (80%) majority of votes cast by secret ballot at a congregational meeting duly called and constituted for the express purpose of considering a recommendation. Compensation for the Lead Pastor shall be set by the Board of Elders within the limits of the budget ~~proposed by the Board of Deacons~~, as adopted by the congregation.

Commented [9]: Who proposes the budget is not pertinent once it is adopted by the congregation. No need to mention the mechanism here.

b) Duties and Privileges. Members of the pastoral staff shall be spiritual leaders of the Church, ~~held in respect by the members of the Church~~. With the Board of Elders, the pastoral staff shall oversee the spiritual welfare and the needs of the congregation. Their individual responsibilities shall be stipulated in writing by the Board of Elders, according to the manifest needs of the Church and the gifts and ministries entrusted by God to each one. Such individual job descriptions shall be made available to the Church by the Church Clerk, and shall be subject to at least annual review by the Board of Elders, to consider changes in response to the changing needs of the Church.

Commented [10]: True, but vague or hortatory language belongs in a covenant or in policies, not in bylaws.

c) Termination.

(1) Any member of the pastoral staff may at any time dissolve his pastoral relationship, and should in good faith give one month's notice of such intention to the congregation unless less is agreed upon by the staff member and the Board of Elders.

~~(1)(2)~~ The Board of Elders may terminate a pastoral relationship by an eighty percent (80%) majority of all of the members of the Board of Elders who are eligible to vote. ~~The member of the pastoral staff terminated shall be entitled to one month's salary after the date of termination set by the Board of Elders.~~

Commented [WRT11]: Severance pay should be covered by policy, not the bylaws.

2. Lead Pastor. Upon recommendation of the Board of Elders, the congregation may call a Lead Pastor.

a) Selection. The Board of Elders may choose a candidate to recommend to the congregation for Lead Pastor. The qualifications and selection process shall be that of the selection of a member of the pastoral staff.

b) Role. The counsel and advice of the Lead Pastor shall be considered by the officers of the Church and in all the ministries of the Church, ~~and the position of pastoral leadership shall be held in honor and respect by all the members~~. The Lead Pastor, with the Board of Elders and other pastoral staff, shall oversee the spiritual welfare of the congregation and exercise watchful care for the needs of the congregation.

Commented [12]: Hortatory language that belongs in a covenant, not the bylaws.

c) Duties. The Lead Pastor shall have the duties and authority delegated to him by the Board of Elders in a writing made available to the Church by the Church Clerk, ~~which may include but are not limited to the duties and authorities given in this paragraph. The Lead Pastor may be given responsibility for the teaching ministry in Sunday morning worship. The Lead Pastor may additionally be responsible for recommending the creation, termination, or change of duties for pastoral and ministerial positions to the Board of Elders. He may be given responsibility for appointing the Church Clerk, and for all other staff, including employment, assignments, and compensation, within the constraints of the budget proposed by the Board of Deacons as adopted by the congregation. The Lead Pastor may delegate such of these duties as he finds necessary for the effectual oversight of the activities of the Church to staff members, teams, committees, officers or members. The Lead Pastor shall retain oversight of duties he has delegated to others and the Board of Elders shall retain oversight of the duties of the Lead Pastor. During any period of time that any of the duties listed in this paragraph are not delegated to a Lead Pastor, such duties shall be the responsibility of the Board of Elders, either performed directly or delegated in a writing made available to the Church by the Church Clerk.~~ Compensation for the Lead Pastor shall be set by the Board of Elders within the limits of the budget proposed by the Board of Elders, as adopted by the congregati

Commented [RB13]: Duplicative of VI.A.1.a.

B. BOARD OF ELDERS

1. The responsibility of the Board of Elders is that of the spiritual oversight and health of this local body of Christ, and governance of the Corporation. ~~The elders shall perform all of their duties with humble dependence on the Lord, through regular individual and corporate prayer.~~ As such, the Board of Elders shall have the power and authority to act on behalf of the Church except as limited within these Bylaws. Members of the Board of Elders shall perform all of their duties with humble dependence on the Lord, through regular individual and corporate prayer.

Commented [14]: Moved to the end of the paragraph to separate hortatory from operative language.

a) Spiritual Oversight. It shall be the primary duty of the Board of Elders to care for the Church in its spiritual condition, to guard the purity of doctrine and life of the Church, and to discipline the Church in accordance with the Word of God. The Board of Elders shall be responsible for examining all who seek membership in the Church. They shall act for the Church in the acceptance and dismissal of members, and shall maintain an active membership roll in conjunction with the Church Clerk. They shall participate in counseling the erring and needy, comforting the sick and afflicted, and sharing in the responsibility of supplying the pulpit. They shall be responsible for the regular services of the Church and the administration of the ordinances. The Board of Elders has the responsibility to ordain, commission, and/or license a minister, according to the needs of the Church and requirements of law.

Commented [15]: In a church of our size, it is not possible for the Elders to take primary, personal responsibility for doing these things whenever needed in the church. But at the same time, they should be actively involved in these things. The "participate in" language is added to conform the provision to what is possible.

b) Direction of the Nonprofit Corporation. ~~The Board of Deacons~~ Elders shall act as directors for the Corporation, holding title to the properties of the Church, and representing the Church in all matters pertaining to civil law as directed by the Church. The chair, vice-chair, and secretary of the Board of Deacons ~~Elders, and the Church Treasurer appointed by the Board of Elders~~ deacons, shall be the officers of the Corporation for corporate matters.

Commented [16]: Moved from Deacons.

b)c) Direction for Use of Resources. It shall be the duty of the Board of Elders to provide guidance for the Budget Committee ~~Board of Deacons~~ for its use in the development of the church budget to be presented to the members. The Board of Elders shall provide for the Budget Committee ~~Board of Deacons~~ direction for the Church and priorities for the use of

resources to the extent resources are available, including recommendations, if any, for the creation of pastoral or ministerial positions. They shall meet promptly all obligations incurred by the Church. The Board of Elders is authorized to spend up to, but no more than 6% in excess of the total annual budget on unbudgeted supplies, materials, equipment, or building repairs should such be deemed necessary during a fiscal year, without vote of the members. The Board of Elders is authorized to borrow without vote of the members, provided that the total cumulative amount of debt not voted on by the members does not exceed 3% of the then-current annual budget.

Commented [17]: Moved from Deacon section.

e)d) Funds Oversight. The Board of Elders shall have direct oversight of church funds designated for benevolence and for missions pursuant to Article VII below. Both for benevolence funds and mission funds, the Board of Elders may delegate authority where desirable. Should the Board of Elders delegate authority over funds, however, they shall do so in a written policy which shall be made available to the Church by the Church Clerk.

Budget. The Board of DeaconsElders shall present for adoption at the annual congregational meeting a budget of prospective operating expenses for the coming year. In creating the budget, it is the duty of the Board of Deacons to consider the directions and priorities as given to them by the Board of Elders, as well as the physical needs of the Church, and to seek to honor the direction and priorities to the extent resources are available.

Commented [18]: Moved from Deacon section.

e) _____

f) Appointment of Treasurer. The Board of Elders shall appoint a Church Treasurer who must be a member of the Church.

Commented [19]: Moved from Deacons into this section where "duties" of the Board of Elders are cataloged.

g) Committee Oversight and Delegation. The Board of Elders may delegate authority to a committee or team as the Board of Elders deems necessary for the effectual oversight of the activities of the Church. For any such committee or team there shall be a written policy or resolution including a clear description of the committee's makeup, responsibilities and authority. Such policies and resolutions shall be made available

to the Church by the Church Clerk. Decisions made by appointed committees and teams are subject to review and approval by the Board of Elders at its discretion.

2. Limitations. The Board of Elders shall not assume any of the prerogatives, as given in Article IV above, reserved to the members unless otherwise provided by the Constitution or these Bylaws, ~~or unless the Board of Elders has been given expressed congregational consent to exercise such authority.~~

3. Elder Structure and Organization of the Board of Elders.

a) The Board of Elders shall consist of lay and staff men who are members of the Church and who are qualified and selected as specified herein.

b) There shall be no more than 12 members of the Board of Elders at any time. No more than one third of the members of the Board of Elders may be paid staff of the Church. The Board of Elders shall make diligent efforts to ensure that there are that are never fewer than seven (7) lay members of the Board of Elders, and shall act promptly to fill any vacancy pursuant to Article VI, B.4.b.4 below.

~~The Board of Elders shall consist of all lay elders and staff elders from the pastoral staff. All elders are equal in position, but may function in different roles depending upon giftedness, internal calling, other life responsibilities, and chemistry. All elders are undershepherds and therefore responsible for the duties as outlined in B.1.a.~~

~~Per bylaw B.1.d. (Committee Oversight and Delegation), the Board of Elders shall designate a standing committee, called the "Oversight Team," comprised of a subgroup of elders uniquely gifted and called for organizational leadership. The Oversight Team exists to serve the Board of Elders through overseeing and coordinating elder responsibilities. Duties that the Board of Elders may delegate to the Oversight Team may include but are not limited to, strategic planning, setting ministry priorities, calling ministers and pastors and presenting them before the Board of Elders and congregation for vote, and other such organizational leadership responsibilities outlined in B.1c-d. The Oversight Team shall consist of the Lead Pastor, Executive~~

Commented [20]: We have consolidated everything about the numeric composition of the BoE in one place.

We have also softened "shall be no fewer than 7" to "diligent efforts" in order to avoid a situation in which someone dies or resigns, dropping the number below 7, and someone then argues that the whole BoE is therefore invalid and unable to take any binding action during the period that the number is below 7.

Commented [21]: The large deletion that follows implements three purposes: (1) Elimination of the Oversight Team, (2) removal of (arguable) discussion of elders who are not members of the BoE; and removal of vague language not appropriate to bylaws (giftedness, internal calling, chemistry, etc.)

Pastor, Elder Chair, Elder Vice-Chair and at least five (5) additional lay elders. The Elder Chair and Vice Chair shall be lay elders.

When anticipated vacancies or changes occur in the Oversight Team, the Board of Elders will be notified by the Oversight Team as soon as possible and preferably 6 months prior to the anticipated vacancy or change. The Oversight Team shall advise the Elder Board of desired gifts/skills/expertise that is preferred in a new oversight elder. Led by the Elder Vice-Chair, the Board of Elders will identify candidates and the position(s) shall be filled by approval through secret ballot of 80% of all elders.

The Board of Elders shall review the function and composition of the Oversight Team yearly, prior to the elder candidate nomination process, and approve and/or make changes as necessary.

4. Elder Qualifications, Selection and Service of Lay Members of the Board of Elders.

e)a) Eligibility. Lay elders members of the Board of Elders shall be men who are members of the Church, who are twenty-five (25) years of age or older, and who are affirmed at the annual congregational meeting. They shall be men and who are called by the Holy Spirit to the office of overseer, and who are affirmed by the existing Board of Elders as qualified to serve as elders under the stipulations of I Timothy 3:1-7 and Titus 1:5-9.

(1) — There shall be no fewer than seven (7) lay elders, and this number may be increased depending upon the needs of the Church and the leading of the Holy Spirit as determined by the prevailing Board of Elders.

Selection of Lay Elders:

b) Any member of the Church may at any time submit to the Chairman of the Board of Elders the name of a man for consideration as an elder development candidate. At least six weeks before the annual congregational meeting, a request for recommendations of men to be candidates for service as lay elders onlay members of the Board of Elders shall be made

Commented [22]: Reorganized to gather all about lay BoE members in one section, and all about staff BoE members in a separate section.

Commented [23]: Church leadership and church memberships are human and make mistakes. We strive to discern who is called by the Holy Spirit, but we can't know with certainty.

Commented [24]: Two separate issues in this revised language:

(1) A call for nominations must be made at least six weeks before the meeting, but

(2) there is no reason that members should not make nominations at any time they wish throughout the year. We want to maximize openness to congregational input on nominations.

from the pulpit and through other regular means of communicating to members. ~~or published in the bulletin.~~ The scriptural passages dealing with the qualifications for an elder shall be read out and explained during this period. ~~or published~~ Any member of the Church may submit the name of a man for consideration as an elder development candidate. From the names submitted, the Board of Elders shall select candidates who possess the qualifications of an elder and who are willing to enter the elder development process, which is typically 1 year. The number of candidates selected shall depend upon the needs of the Board of Elders.

(1) Upon completion of the elder candidate development process, those men who have an internal and external call to serve, will may be nominated as Elder candidates by the Board of Elders as candidates to serve on the Board of Elders. Each nomination shall be announced to the congregation at least three weeks before the next annual congregational meeting at which for affirmation of that nomination will be requested. From that time until one week before the annual congregational meeting, the Chair of the Board of Elders shall receive any submitted objections to the nominations and questions may be put to the Board of Elders privately. The Board of Elders may withdraw any nomination at any time prior to the congregational meeting.

Commented [25]: This sentence states the reason for the "private objection" process.

(2) An eighty percent (80%) majority of votes of members present at the annual congregational meeting, cast by secret ballot, shall be required to affirm each Elder a nominee to serve on the Board of Elders. Those affirmed shall take office at the first meeting of the board Board of Elders after the annual congregational meeting.

(3) Should a vacancy on the Board of Elders occur during the church year, the Board of Elders may appoint a temporary officerman who is eligible under the terms of Article VI, B.4.a above to serve until the next annual congregational meeting.

Commented [26]: This Term of Office section is rearranged to eliminate confusion. The bottom line is simple: lay BoE members must be affirmed by an 80% congregational vote before every term, and must take a break of at least 1 year after serving two successive terms.

c) ~~Term of Office.~~

f) ~~— All ordained staff pastors are elders. The number of staff pastors on the Board of Elders will not exceed one third of the total number of members of the Board of Elders at the time of the election of new lay elders, or unless there are special circumstances with respect to a staff pastor's responsibilities.~~

2. ~~—~~ Term of Office.

a) ~~— An affirmed elder is eligible to serve in this office as long as he is able to do so.~~

(1) ~~Lay elders~~Laymen shall serve on the Board of Elders for a term of three years ~~unless otherwise~~or such shorter term as may be specified at the time of affirmation. ~~After this first term, they may elect to take a one-year sabbatical. However, elders may serve a maximum of two successive terms, after which they must take a break of not less than one year before they are eligible to serve again on the Board of Elders. After a sabbatical year, it is anticipated that the elder will typically continue service for three years with this renewal pending congregational reaffirmation.~~

(2) ~~Re-affirmation of elders. Each elder that is beginning a 3-year~~A man who has served or is serving as a member of the Board of Elders~~term shall may be reaffirmed~~serve an additional term if nominated and affirmed in accordance with the provisions of Article VI, B.4.b(2-3) above. by an eighty percent (80%) majority of votes cast by secret ballot at the annual congregational meeting. However, a man who is serving or has served as a member of the Board of Elders shall not be required to undergo the candidate development process prior to his nomination by the Board of Elders to serve a new term.

~~(2)(3)~~Laymen may serve a maximum of two successive terms. After completion of two successive terms, a layman must take a break of not less than one year before being eligible to serve again on the Board of Elders.

Commented [27]: The BoE can't create longer terms for themselves than the Bylaws otherwise provide. Shorter may be appropriate and useful to structure "rolling classes" of BoE members.

~~b) — An elder may be invited to serve on the Oversight Team at any time, based upon giftedness and oversight needs. If the invitation is accepted, that elder is expected to serve on the Oversight Team for the remainder of his current term, with an option for another three years, after which they must rotate off for one year. For clarity, the term of service for an elder on the Oversight Team will be congruent with their service on the Board of Elders. When he rolls off the Board of Elders, he will also roll off the Oversight Team.~~

Commented [28]: Elimination of Oversight Team.

~~c) — The Lead Pastor and Executive Pastor are permanent members of the Oversight Team.~~

~~d) — Elders may elect to have an extended leave as needed by life situation but may be called for participation on an ad hoc basis if specific, short term needs arise.~~

~~e) — Elders that are no longer able to serve as elders will notify the Elder Chair and may be designated as Emeritus Elders.~~

~~f) — Avenues for Elders to be Appointed at CHBC.~~

Commented [29]: Substantive content of this section dispersed into separate sections addressing Lay and Pastoral BoE members.

~~g) — Selection of Lay Elders. At least six weeks before the annual congregational meeting, a request for recommendations of men to be candidates for service as lay elders on the Board of Elders shall be made from the pulpit or published in the bulletin. The scriptural passages dealing with the qualifications for an elder shall be read out and explained or published. Any member of the Church may submit the name of a man for consideration as an elder development candidate. From the names submitted, the Board of Elders shall select candidates who possess the qualifications of an elder and who are willing to enter the elder development process, which is typically 1 year. The number of candidates selected shall depend upon the needs of the Board of Elders. Upon completion of the elder candidate development process, those men who have an internal and external call to serve, will be nominated as Elder candidates by the Board of Elders to the congregation at least three weeks before the next annual congregational meeting for affirmation. From that time until one week before the annual congregational meeting, the Chair of the Board of Elders shall receive any submitted objections to the nominations and~~

~~questions may be put to the Board of Elders privately. An eighty percent (80%) majority of votes cast by secret ballot shall be required to affirm each Elder nominee. Those affirmed shall take office at the first meeting of the board after the annual congregational meeting. Should a vacancy occur during the church year, the Board of Elders may appoint a temporary officer to serve until the annual congregational meeting.~~

5. Qualifications, Selection and Service of Pastoral Staff Members of the Board of Elders

a) The Lead Pastor shall serve on the Board of Elders.

b) The Board of Elders, after consultation with the Lead Pastor, may select additional members of the pastoral staff to serve on the Board of Elders, subject to the numeric limitation of Section VI.B.3 above. Staff members of the Board of Elders other than the Lead Pastor shall be recused from deliberation and voting on the question of selection of members of the pastoral staff to serve on the Board of Elders.

c) Staff members of the Board of Elders other than the Lead Pastor shall serve three year terms, and may be selected to serve successive terms according to the mechanism described in Section VI.B.5.b above.

6. Avoidance of Conflict of Interest. In order to avoid actual or potential conflict of interest, or the appearance of conflict of interest, staff members of the Board of Elders other than the Lead Pastor shall be recused from voting and deliberation on resolutions that concern the following subjects:

a) Hiring or termination of members of the pastoral staff;

b) salaries and performance reviews of pastoral staff;

c) approval of the budget.

The Lead Pastor shall be recused from voting and deliberation on resolutions that concern the employment or salary of the Lead Pastor. In addition, each member of the Board of Elders shall recuse himself from voting and deliberation on any topic as to which he could reasonably be perceived to have a personal conflict of interest. However, the Chairman of the Board of Elders may at his discretion permit any member of the Board of Elders to

Commented [30]: It is better to have finite terms than to have to ask someone to step down.

Commented [31]: These recusal rules limit staff's power to control ultimate financial and employment decisions, but without in any way impugning the spiritual leadership duties of those Elders.

Commented [32]: The provision gives the Chairman flexibility to obtain the wisdom of any pastoral BoE member, even where it would be inappropriate for that member to vote.

participate in any discussion or deliberation (but not voting) on any topic, notwithstanding the above.

~~Male staff members become elders at the time of ordination as a Pastor.~~

~~All ordained staff pastors are elders. The number of staff pastors on the Board of Elders will not exceed one third of the total number of members of the Board of Elders at the time of the election of new lay elders, or unless there are special circumstances with respect to a staff pastor's responsibilities.~~

~~Transfers. Elders serving previously in another church. These men may be recommended by members of the church, selected by the elders, and successfully complete the elder candidate development process. Exceptions for completing the elder development process can be made by the Board of Elders with an 80% vote for the proven, exceptional candidate on a person-by person basis.~~

3.7. Termination. The office of elder shall be considered vacant upon the death or resignation of an elder, or upon removal from office by the Board of Elders. ~~The Board of Elders may remove an elder from office~~ a member from the Board of Elders by an eighty percent (80%) majority vote of all of the other members of the Board of Elders who are eligible to vote for refusal or failure to fulfill the responsibilities designated in the Constitution or Bylaws, including excessive absences from business meetings that affect his ability to serve well, or if an elder shows himself by person or attitude to be disturbing the purity, peace, or unity of the Church, or has admitted to changing his views regarding the Statement of Faith, or fails to live in harmony with the standards expressed in the Covenant of Fellowship, the Constitution and the Bylaws of the Church.

4.8. Officers, Meetings, and Quorum.

a) Annually, the elders ~~members of the Board of Elders~~ shall elect from their number a chair and such other officers as they require.

a)b) The regular mMeetings of the Board of Elders shall be held at least monthly at such time and place as the board may determine. ~~This meeting shall be overseen by Elder Vice chair and primarily focused on shepherding and prayer, and all elders~~

are expected to attend. The Elder Vice Chair will work closely with appointed members of pastoral staff whose primary responsibility is the care and discipleship of the congregation to develop the agenda and oversee the meeting. The Chairman of the Board of Elders or his designee shall chair meetings of the Board of Elders.

Commented [33]: In every organization, the chairman sometimes has to miss a meeting.

c) A majority of all the board members shall constitute a quorum of the board, and the acts of the majority of the board present and voting shall be acts of the entire board, unless otherwise specifically required by law or by the Constitution or Bylaws.

Commented [34]: This general provision moved up. It was buried within a provision governing "special meetings."

b)d) This meeting shall be overseen by the Elder chair. Staff Elders, Elder Development Candidates and invited guests may audit as non-voting attendees, except during executive session. The Chairman may invite staff members, Elder Development Candidates, and other invited guests to audit meetings of the Board of Elders as non-voting attendees. The Chairman may convene Executive Sessions of the Board of Elders, asking some or all of the pastoral staff members of the Board of Elders to absent themselves from such session. Any member of the Board of Elders may request that the Chairman convene an Executive Session.

Commented [35]: The bylaws currently mentioned executive sessions, but did not specifically authorize them. Given that an executive session by its nature excludes a member of the Board, express authorization is necessary. And potentially important.

e) Special meetings of the Board of Elders may be called at the request of the Chair of the Board of Elders, or a majority of the elders. Notice of a regular or special meeting of the Board shall be given in person, in the bulletin, by telephone, or by customary and effective electronic means at least one day prior to the meeting. Notice may be waived if waived by all members of the Board of Elders in writing, including by electronic means. A majority of all the board members shall constitute a quorum of the board, and the acts of the majority of the board present and voting shall be acts of the entire board, unless otherwise specifically required by law or by the Constitution or Bylaws.

9. Meetings of the Board of Directors.

a) The members of the Board of Elders, acting in their capacities as Directors of the Corporation, shall convene a meeting of the Board of Directors at least once a year or as

required by law and more often as they deem necessary or appropriate, to:

(1) consider resolutions directly affecting the finances of the Church;

(2) consider resolutions relating to amendments to the Articles of Incorporation, the Constitution, or these Bylaws;

(3) conduct such other business and conduct such oversight as may be the responsibility of the Board of Directors pursuant to law or these Bylaws.

e)b) Meetings of the Board of Directors shall be clearly delineated, convened, and adjourned. The Board of Directors shall keep records of their meetings and decisions, and shall make such minutes available to the Church Clerk to be retained by the Church Clerk as corporate records.

d) — Special meetings of the Oversight Team may be called at the request of the Chair of the Elder Board, or a majority of Oversight Team elders. Notice of a regular or special meeting of the Oversight Team shall be given in person, in the bulletin, by telephone, or by electronic means at least one day prior to the meeting. Notice may be waived if waived by all members of the Oversight Team in writing, including by electronic means. At least seven members of the Oversight team, of which one is either the Executive Pastor or Lead Pastor, shall constitute a quorum of the Oversight Team.

Commented [36]: Elimination of the Oversight Team.

c) — The Board of Elders and Oversight Team shall keep records of their meetings and decisions during meetings of the Board of Elders that are not meetings of the Board of Directors, and but these records shall not be corporate records. shall inform the congregation of all major decisions made in their meetings.

C. BOARD OF DEACONS

The responsibility of the Board of Deacons is that of physical oversight of the Church ~~and governance of the corporation and member and congregational care.~~

1. Qualifications and Election. The Board of Deacons shall consist of men and women who are members of the Church who are twenty-one (21) years of age or older, and who are elected at the annual congregational meeting. This board should normally number not less than three (3) persons and should be increased as the needs of the Church demand. Deacons shall be elected in accordance with I Timothy 3:8-10.

a) Term of Office. Deacons shall be elected for terms of three years unless otherwise specified at the time of election. Deacons may serve a maximum of two successive terms (pending reelection), after which they must take a break of not less than one year before they are eligible for election.

b) Selection. At least six weeks before the annual congregational meeting, a request for recommendations of men and women for service on the Board of Deacons shall be made from the pulpit or published in the bulletin. ~~The scriptural passages dealing with the qualifications for a deacon shall be read out and explained or published.~~ Any member of the Church may submit the name of a man or woman for consideration as a nominee. From the names submitted, the Board of Elders shall select nominees who, in the ~~elders'~~ opinion of the Board of Elders, possess the qualifications of a deacon and who have agreed to serve willingly. The number of nominees selected shall depend upon the needs of the Board of Deacons. At least three weeks before the annual congregational meeting, the Board of Elders shall announce the names of the nominees. From that time until one week before the annual congregational meeting, the chair of the Board of Elders shall receive any submitted objections to the nominations and questions may be put to the Board of Elders privately. The Board of Elders may withdraw any nomination at any time prior to the congregational meeting. There shall be no nominations from the floor. An eighty percent (80%) majority of votes cast by secret ballot shall be required to confirm each nominee. Those selected shall take office at the first meeting of the board after the annual congregational meeting. Should a vacancy occur during the

Commented [37]: Scriptural passages will be included with notice and bios of candidates

Commented [RB38]: Again, this is the reason for the opportunity for members to bring objections to the attention of the Elders.

church year, the Board of Deacons may, if desirable for the functioning of the Board of Deacons, appoint a temporary officer to serve until the annual congregational meeting.

2. Organization, Meetings, Quorum. The Board of Deacons shall elect from their number a chair, vice-chair, and a secretary annually. ~~They shall also appoint a Church Treasurer who must be a member of the Church, and They shall~~ may also appoint any committees considered to be essential to the adequate management of the material matters of the Church discharge of their duties. The Board of Deacons shall keep minutes of their meetings and make such minutes available to the Church Clerk to be retained by the Church Clerk ~~as corporate records.~~ The regular meetings of the Board of Deacons shall be held monthly at such time and place as the board may determine. Special meetings may be called at the request of the Board of Elders, the chair of the Board of Deacons, or a majority of the deacons. Notice of a regular or special meeting of the board shall be given personally, in the bulletin, by telephone, or by electronic means at least one day prior to the meeting. Notice may be waived if waived by all members of the Board of Deacons in writing, including by electronic means. A majority of all the board members shall constitute a quorum for the board, and the acts of the majority of the board present and voting shall be acts of the entire board, ~~unless otherwise specifically required by law or by the Constitution or Bylaws.~~

Commented [RB39]: Making more general and flexible.

3. Duties. It shall be the duty of the Board of Deacons to assist the Board of Elders in the administration of the Church, in member and congregational care, and to have the care of all matters pertaining to the physical properties ~~and finances~~ of the Church. They shall hold themselves in readiness to assist in guiding the spiritual life of the Church and in performing any other necessary duties.

Commented [40]: Depending on the final allocation of budget and fund responsibilities.

a) Physical and Financial Church Care. The Board of Deacons shall take all necessary measures for the protection and maintenance of the church buildings and property and shall supervise the use of same. The Board of Deacons shall be responsible for providing for ushering at the services of the Church, and for providing every material thing for proper worship. ~~They shall meet promptly all obligations incurred by the Church. The Board of Deacons is authorized to spend up to, but no more than 6% of the total annual budget on unbudgeted supplies, materials, equipment, or building repairs should such be deemed necessary during a fiscal year, without vote of the~~

~~members. The Board of Deacons is authorized to borrow without vote of the members, provided that the total cumulative amount of debt not voted on by the members does not exceed 3% of the then-current annual budget.~~

~~b) — Directors of the Nonprofit Corporation. The Board of Deacons shall act as directors for the corporation, holding title to the properties of the Church, and representing the Church in all matters pertaining to civil law as directed by the Church. The chair, vice-chair, and secretary of the Board of Deacons, and the Church Treasurer appointed by the deacons, shall be the officers of corporation for corporate matters.~~

~~c) — Budget. The Board of Deacons shall present for adoption at the annual congregational meeting a budget of prospective operating expenses for the coming year. In creating the budget, it is the duty of the Board of Deacons to consider the directions and priorities as given to them by the Board of Elders, as well as the physical needs of the Church, and to seek to honor the direction and priorities to the extent resources are available.~~

4. Limitations. The Board of Deacons shall not assume any of the prerogatives, as given in Article IV above, reserved to the congregation unless otherwise provided by the Constitution or these Bylaws, ~~or unless the Board of Deacons has been given expressed congregational consent to exercise such authority.~~

5. Termination. The office of deacon shall be considered vacant upon the death or resignation of a deacon, or upon removal from office by the Board of Deacons. The Board of Deacons may remove a deacon from office by an eighty percent (80%) majority vote of all of the other members of the Board of Deacons ~~for refusal or failure to fulfill the responsibilities designated in the Constitution or Bylaws, including excessive absences from business meetings that effect his ability to serve well, or if a deacon shows himself or herself by person or attitude to be disturbing the purity, peace, or unity of the Church, or has admitted to changing his or her views regarding the Statement of Faith, or fails to live in harmony with the standards expressed in the Covenant of Fellowship, the Constitution and the Bylaws of the Church.~~

Commented [RB41]: Such consent would need to come in the form of a change to the Bylaws, so the "unless" clause is not appropriate.

D. APPOINTED OFFICERS

1. Church Clerk. The Church Clerk shall be appointed by the Board of Elders, or by the Lead Pastor, if so delegated. The Church Clerk must be a member of the Church, may be a member of the staff, and is responsible for keeping and publishing church records. The Church Clerk shall keep the current list of members as determined by the Board of Elders. The Church Clerk shall record or have recorded the minutes of all congregational meetings and keep records of all official correspondence for the Church. He or she shall provide for the safekeeping of all papers and documents of the Church. The Church Clerk shall ensure that the members have access to all church governing documents, including the Constitution and the Bylaws and all policies, resolutions and other governing documents adopted by the congregation, the Board of Elders, the Board of Deacons, or any committee, team, officer or individual who has or has been delegated any form of governing authority.

2. Church Treasurer. The Church Treasurer shall be a church member ~~elected~~ appointed by the Board of ~~Deacons~~ Elders for a one-year term, and may serve successive terms. The Church Treasurer shall ensure that all authorized bills are paid and that a full account is kept of all monies received and paid out. He or she shall submit regular reports to the Board of ~~Elders~~ Deacons of the financial condition of the Church, and shall prepare a written annual report reflecting the financial activities of the Church at the close of each fiscal year. The Church Treasurer shall ensure that the financial records of the Church are reconciled annually, whether by audit or other satisfactory means, and shall make the financial records of the Church available for examination at any time upon request by the Board of Deacons or the Board of Elders. Termination or removal of an individual from the office of Church Treasurer shall be by the same process as termination or removal of a member of the Board of ~~Deacons~~ Elders from the board, as given above in the paragraphs governing the Board of ~~Deacons~~ Elders.

E. MINISTERS

1. Selection. Upon recommendation of the Board of Elders, the congregation may call individuals as ministers in the Church, in response to specific manifest needs and the special gifts entrusted by God to those individuals. ~~The Board of Elders may delegate the selection of a minister candidate to the Lead Pastor or to a search~~

~~team.~~ Where appropriate, members expected to be involved in the candidate's ministry shall be invited to offer their input. A minister shall be called by an eighty percent (80%) majority of votes cast by secret ballot at a duly called and constituted congregational meeting. ~~Should there fail to be a quorum at a congregational special business meeting duly called for the purpose of conducting a vote on calling a minister, then the minister may be called by an eighty percent (80%) majority of votes cast by the elders of the Board of Elders at a meeting duly called for that purpose.~~

Commented [42]: This is redundant of Art. V.C.1.a-b.

2. **Duties.** The responsibilities of ministers shall be stipulated in writing and reviewed at least annually by the individual ministers and the Board of Elders, or by the Lead Pastor if so delegated by the Board of Elders, to consider changes in response to the changing needs of the Church.

3. **Termination.** A minister may dissolve the ministerial relationship with the Church and should in good faith give one month's notice of such intention to the Board of Elders, or less if mutually agreed upon. The Board of Elders may terminate a ministerial relationship by ~~an eighty percent (80%) a two-thirds~~ majority vote of the ~~entire~~ Board of Elders ~~who are eligible to vote.~~ ~~The member of the ministerial staff terminated shall be entitled to one month's salary after the date of termination set by the Board of Elders.~~

Commented [RB43]: Severance terms to be decided by policy rather than in bylaws.

ARTICLE VII: THE BUDGET, MISSIONS, AND FUNDS

A. THE BUDGET

1. **Budget Committee.** The Budget Committee shall consist of the Church Treasurer, one or more deacons appointed by the chair of the Board of Deacons, one or more elders appointed by the chair of the Board of Elders, one or more staff members appointed by the Lead Pastor, and such other members, if any, as may be appointed by the Church Treasurer. The Church Treasurer shall serve as chair of the Budget Committee. The Budget Committee is an advisory committee charged with presenting budget proposals and recommendations on financial matters for consideration by the Board of ~~Deacons~~Elders. In advising the Board of Elders in the creation of the annual operating budget, it is the duty of the Budget Committee to consider the directions and priorities given to them by the Board of Elders, as well as the physical needs of the Church, and to honor the direction and priorities to the extent resources are available.

2. Budget Proposal. ~~In consideration of the priorities and direction set by the Board of Elders, and of the~~ After receiving the recommendation of the Budget Committee and the Staff, the Board of ~~Deacons-Elders~~ shall propose a budget for vote at the annual congregational meeting as provided in these bylaws. Any member of the Church may request a meeting with the Church Treasurer or his or her delegate to discuss the finances of the Church or any detail within the budget proposed by the Board of ~~DeaconsElders~~. Any member wishing to propose an amendment to the proposed budget must do so in writing to the Church Treasurer at least one week prior to the date of the annual congregational meeting.

B. CROSS-CULTURAL MISSIONS

Disbursements made from the church budget for ~~Cross Cultural~~ Missions shall be directly overseen by the Board of Elders.

1. Cross Cultural Missions Committee. The ~~Cross Cultural~~ Missions Committee shall consist of four (4) or more members, including at least one elder, at least one deacon, and at least two representatives at large from the members of the Church, all appointed by the Board of Elders. The committee shall elect its own chair. The duties of the ~~Cross Cultural~~ Missions Committee shall be 1) to promote knowledge about and interest in missions throughout the Church, 2) to review supported missionaries and ministries at least every three years, 3) to recommend to the Board of Elders the adoption of new missionaries and mission ministries, and the amount of their support, 4) to recommend to the Board of Elders changes in the financial support of missionaries and mission ministries, 5) to submit a proposed missionary budget for the coming year in a timely manner, and 6) to perform such other duties and have such other authority as the Board of Elders shall delegate to them.

2. Long-Term Missionaries. The Board of Elders shall maintain a list of the names of Long-Term Missionaries, and that list shall be made available to the Church by the Church Clerk. All missionaries who have received regular financial support for the ten years immediately preceding the end of fiscal year 2011-2012 shall be included on the initial list of Long-Term Missionaries. A missionary may be designated as a Long-Term Missionary by an eighty percent (80%) majority vote at a duly called and constituted meeting of the Board of Elders. Any action modifying the amount of support of a Long-Term Missionary must be approved by a majority vote at a duly called and

Commented [44]: We eliminate the limiting adjective "cross-cultural" throughout to allow for a broader definition and selection of missions to be supported.

constituted congregational meeting. Such vote may be part of a vote on the general budget.

C. FUNDS

1. Benevolence Fund. The Church shall maintain a Benevolence Fund to be directly overseen by the Board of Elders. The Board of Elders may delegate authority for this fund to a committee or team provided the delegation is in writing and made available to the Church by the Church Clerk.

2. Other Funds. The Board of Deacons-Elders may create such other accounting funds as are appropriate for the physical care and for the mission of the Church. Policies for funds created must be in writing, and must be made available to the Church by the Church Clerk.

ARTICLE VIII: INDEMNIFICATION

A. The Board of Deacons-Elders may, in its discretion, indemnify and advance all or part of the church-related expenses of an employee or agent of the Church.

B. Subject to the provisions of this Article, the Board of Deacons-Elders may indemnify any member who serves or has served as an officer of the Church against claims, liabilities, expenses and costs necessarily incurred by him or her in connection with the defense, compromise, or settlement of an action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an officer, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if 1) the conduct of the person was in good faith, 2) the person reasonably believed that his or her conduct was in the best interests of the Church, or at least was not opposed to its best interests, and 3) in the case of any criminal proceeding, the person had no reasonable cause to believe that his conduct was unlawful.

C. The Church may not indemnify an officer, former or current, in connection with a proceeding brought against him or her by or in the right of the Church, in which he or she was adjudged liable to the Church, or where the officer is charged with receiving an improper personal benefit and he or she is adjudged liable on that basis.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority of those members present and voting by secret ballot at a duly called and constituted

congregational meeting, provided the proposed amendment has been approved by the Board of Elders, or has been submitted by a petition signed by not less than twenty percent (20%) of the members, and provided the proposed amendment has been conspicuously posted in written form for two consecutive Sundays.