

**AMENDED BYLAWS  
OF  
HEARTLAND COMMUNITY CHURCH**

These Bylaws (referred to as the "Bylaws") govern the affairs of **HEARTLAND COMMUNITY CHURCH**, a not for profit corporation (referred to as the "Church" or "Corporation") organized under the Kansas Statutes Annotated, Chapter 17 (referred to as the "Act").

**ARTICLE 1  
OFFICES**

1.01. Principal Office. The principal office of the Church in the State of Kansas shall be located at 12175 S. Strang Line Rd., Olathe, Kansas 66062. The Church may have such other offices, either in Kansas or elsewhere, as the Board of Directors (as defined herein) may determine. The Board of Directors may change the location of any office of the Church.

1.02. Registered Office and Registered Agent. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Kansas. The registered office may, but need not, be identical with the Church's principal office in Kansas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2  
NONPROFIT PURPOSES**

2.01. Tax Exemption. This Church is organized exclusively for one or more of the purposes as specified in Article 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Article 501(c)(3) of the Code. The primary purpose is to be a Church.

2.02. Statement of Faith. The Church adopts this Statement of Faith. All Scripture is self-attesting and being Truth, requires our unreserved submission in all areas of life. The infallible Word of God, the sixty-six books of the Old and New Testaments, is a complete and unified witness to God's redemptive acts culminating in the incarnation of the Living Word, the Lord Jesus Christ. The Bible uniquely and fully inspired by the Holy Spirit, is the supreme and final authority on all matters on which it speaks. On this sure foundation we affirm these additional Essentials of our faith:

A. We believe in one God, the sovereign Creator and Sustainer of all things, infinitely perfect and eternally existing in three Persons: Father, Son, and Holy Spirit. To Him be all honor, glory and praise forever!

B. Jesus Christ, the living Word, became flesh through His miraculous conception by the Holy Spirit and His virgin birth. He who is true God became true man united in one Person forever. He died on the cross a sacrifice for our sins according to the Scriptures. On the third day He arose bodily from the dead, ascended into heaven, where,

at the right hand of the Majesty on High, He now is our High Priest and Mediator

C. The Holy Spirit has come to glorify Christ and to apply the saving work of Christ to our hearts. He convicts us of sin and draws us to the Savior. Indwelling our hearts, He gives new life to us, empowers and imparts gifts to us for service. He instructs and guides us into all truth, and seals us for the day of redemption

D. Being estranged from God and condemned by our sinfulness, our salvation is wholly dependent upon the work of God's free grace. God credits His righteousness to those who put their faith in Christ alone for their salvation, and thereby justifies them in His sight. Only such as are born of the Holy Spirit and receive Jesus Christ become children of God and heirs of eternal life

E. The true Church is composed of all persons who, through saving faith in Jesus Christ and the sanctifying work of the Holy Spirit, are united together in the body of Christ. The Church finds her visible, yet imperfect, expression in local congregations where the Word of God is preached in its purity and the sacraments are administered in their integrity; where scriptural discipline is practiced, and where loving fellowship is maintained. For her perfecting, she awaits the return of her Lord

F. Jesus Christ will come again to the earth -- personally, visibly, and bodily - - to judge the living and the dead, and to consummate history and the eternal plan of God. "Even so, come Lord Jesus." (Revelation 22:20)

G. The Lord Jesus Christ commands all believers to proclaim the Gospel throughout the world and to make disciples of all nations. Obedience to the Great Commission requires total commitment to "Him who loved us and gave Himself for us." He calls us to a life of self-denying love and service. "For we are His workmanship, created in Christ Jesus for good works, which God prepared beforehand that we should walk in them" (Ephesians 2:10)

H. This Statement of Faith incorporates the Church's Core Values, which are attached to these Bylaws as Appendix A. This Statement of Faith has historically been referred to by the Church as the "Essentials of the Faith." Any reference by the Church, its employees, members, or volunteers to the "Essentials of the Faith" shall be construed as a reference to this Article 2.02.

2.03. Statement on Marriage. The Church adopts the following Statement on Marriage:

A. We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and the nature of God. Rejection of one's biological gender is a rejection of the image of God within that person.

B. We believe that term "marriage" has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other.

C. We believe that any form of sexual immorality (including adultery, fornication, homosexuality, lesbianism, bisexual conduct, incest, pornography, and attempting to change one's biological sex) is sinful and offensive to God.

D. We believe that in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical role model to the Church members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve as leaders, should agree to and abide by this Statement on Marriage, and conduct themselves accordingly.

E. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

F. We believe that every person must be afforded compassion, love, kindness, respect and dignity. 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 Church.

2.04. Recognition of Ministers. The Church may license, commission or ordain ministers under the standards, policies, and procedures adopted by the Board of Directors.

2.05. Spiritual Discipline of Church Attendees. The discipline of ecclesiastical members shall be the responsibility of the Elders under such rules and procedures as the Elders may from time to time establish on the basis of Scripture. A spirit of prayer, kindness, forbearance, and holy firmness with the goal of restoration shall guide all such proceedings.

### **ARTICLE 3 MEMBERS AND BOARD OF DIRECTORS**

3.01. Members. The mission of the Church is Becoming the church among the unchurched (as amended on November 20, 2016). Consistent with that goal, the Church welcomes all members of the community to attend services and participate in its ministries. However, the Church shall have only ecclesiastical members. The Church shall be led and managed by a Board of Directors with certain duties delegated to a Spiritual Board of Elders, as described in these Bylaws.

3.02. Board of Directors and Relationship to Spiritual Board of Elders. The Board of Directors shall manage the affairs of the Church. Under these Bylaws, certain management duties are delegated to one the Spiritual Board of Elders, as described herein.

3.03. Number, Qualifications, and Tenure of Directors. The powers of the Church shall be exercised by or under the authority of, and the property, business and affairs of the Church shall be managed under the direction of the Board of Directors. The number of Directors shall be set by the Board of Directors from time to time, provided that the number of Directors shall not be decreased to less than five (5) and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Directors.

A. Qualifications. All Directors shall be persons who meet the scriptural

qualifications contained set forth in Scripture, specifically Titus 1:5-9; 1 Timothy 3:1-13; and 1 Peter 5:1-4. All Directors must affirm the Statement of Faith in Article 2.02 and Statement on Marriage in Article 2.03. The Statement of Faith and Statement on Marriage shall be affirmed in writing at the beginning of a person's term as a Director, and by oral affirmation once annually until service terminates. Additionally, all Directors must be committed to working toward the following Standards for Key Leaders:

- i. Criteria: Christ-likeness; Competencies (gifts); Chemistry (fit with mission & core values)
- ii. Qualities: Eagerness to pray; passion for the person of Jesus; a laser focus on the lost; a discipling life, and unassuming humility
- iii. Personal Growth: Directors and Elders must strive toward a disciplined devotional life of prayer and Bible reading; growing in grace and love for God and others.
- iv. Worship: Directors must promote and own the value of worship and attend on a regular basis.
- v. Discipling: Directors must currently be disciplined by and also be discipling another.
- vi. Reinvesting in the lives of the unchurched: Directors must be pursuing redemptive friendships at all times through both prayer and regular contact.
- vii. Giving: Directors must be committed towards tithing (10%) to God as a foundation of living a generous life. Giving outside of Heartland Community Church should be above and beyond.
- viii. Above reproach: Directors must be committed to personal integrity in all areas of life. This does not imply perfection, but a disciplined effort to live a holy life through the grace of God and a willingness to deal with sin through confession and accountability.

B. *Nature and Function*. The nature and function of the office of Director shall include, but not be limited to, the following: ability and authority to discharge all ecclesiastical and sacerdotal functions pertaining to the Church.

C. *Tenure*. The initial term of each Director shall be four (4) years. Subsequent terms shall be two (2) years. Following each Director's first term, he or she must leave the Board of Directors for a minimum of one (1) year. No Director may serve on the Board of Directors for more than a total of eight (8) years. This provision shall not apply to the Lead Pastor, who has a permanent seat on the Board of Directors so long as he or she is employed by the Church in a Lead Pastor capacity. Additionally, a Director may be removed by death, incapacity, resignation, or removal in accordance with these Bylaws.

3.04. Nomination, Election and Removal of Directors. The Lead Pastor shall have an automatic seat on the Board of Directors so long as he or she occupies that role within the Church. Additionally, the Management Team of the Spiritual Board of Elders shall appoint a representative to the Board of Directors. The Management Team's appointee shall nominate any additional candidates to serve as Directors. Nominees shall be approved by a Unanimous-to-Two-Thirds Vote of the remaining Directors. Directors may be removed by an affirmative vote of at least two-thirds of the remaining Directors, but shall not be removed during the pendency of a disciplinary action or the removal of the Lead Pastor.

3.05. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Directors; (b) an increase in the authorized number of Directors; or (c) the failure of the Directors to elect the full authorized number of Directors to be voted for at any annual, regular, or special meeting of the Board of Directors at which any Directors is to be elected. The Board of Directors may declare the office of a Director vacant if a court adjudges the Director incompetent, is convicted of a crime involving moral turpitude, or does not accept the office of Directors, in writing or by attending a meeting of the Board of Directors, within thirty (30) days notice of election. Any vacancy shall be filled in the manner described in Article 3.04 (subject, however, to the limitations set forth in the Act). In the event that an Elder Team is unable or unwilling to appoint a representative to the Board, the remaining Board members shall fill the vacant spot through an affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

3.06. Regular Meeting. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Kansas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time meetings or conference calls.

3.07. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Lead Pastor or any two Directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Kansas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the Directors as required in the Bylaws.

3.08. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of the Directors, if all members of the Board consent in writing or by E Mail to the action. Such consent may be given individually or collectively.

3.09. Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

3.10. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

3.11. Conduct of Meetings. The Lead Pastor shall serve as Chairman of the Board. The Board shall elect a Vice Chairman. At every meeting of the Board of Directors, the Chairman of the Board of Directors shall preside, and if not, the Vice Chairman. The Secretary of the Church shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting.

3.12. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Church and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

3.13. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Directors has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.14. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Church for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Church are not thereafter paid and discharged. Any distribution made when the Church is insolvent, other than in payment of corporate debts, or any distribution that would render the Church insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or E-Mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Directors (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including

financial statements and other financial data, prepared or presented by one or more officers or employees of the Church; legal counsel, public accountants, or other persons as to matters the Directors reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Directors is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Church to be at least that of their book value; or (3) in determining whether the Church made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Church.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.15. Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

3.16. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

3.17. Compensation. Directors shall not be compensated for the service as a Director. However, Directors who are employed by the church in other roles may receive compensation for their role as an employee, consistent with their job description and duties. Directors may be reimbursed expenses incurred by him to attend a Church's meeting.

3.18. Discipline and/or Removal of a Director. Directors may be disciplined and/or removed from office for failing to satisfy the duties of their role, for moral misconduct, grave misconduct, and/or theological infidelity as those terms are defined in Article 16.11. The procedure for such discipline is as follows:

A. Confront Director. A Church attendee must first confront the Director with the specific concern one-on-one (Matt 18:15).

B. Confront with Two. Then a minimum of two Church attendees in agreement will confront the Director with the specific issue or concern prior to coming to the Management Team.

C. Inform Management Team. If the Director's response is not satisfactory, the attendees will inform the Management Team regarding the specific concern or issue

D. Management Team Decision. The Management Team will discuss the issue and will gather all relevant information required to make a decision on the matter. The Management Team shall make a recommendation to the Board of Directors for removal, as appropriate. Directors shall be removed in accordance with

E. Removal, if Applicable. A quorum of the Board of Directors may vote to remove a Director at a duly called meeting, with reasonable notice given to all Board members which shall state that removal or discipline of a Director is on the agenda. A vote to remove or discipline a Director requires an affirmative Unanimous-to-Two-Thirds vote. No Director may be removed during a period where the Lead Pastor is under investigation or discipline.

#### **ARTICLE 4 SPIRITUAL BOARD OF ELDERS**

4.01. Relationship to Board of Directors. The Board of Directors delegates certain duties relating to managing the affairs of the Church to the Spiritual Board of Elders (the "Spiritual Board" or "Elders"), as described in herein.

4.02. Duties and Structure of the Spiritual Board of Elders. Under the authority of Jesus Christ and the Word of God, Spiritual Board shall assist the Board of Directors in the leadership of the Church. Three standing committees of the Spiritual Board shall exist, as described in these Bylaws. Committees of the Spiritual Board are also referred to as "teams" and those terms may be used interchangeably in these Bylaws. Members of these teams shall be specialized in function and role, according to gifts and passions.

A. Advisory Team. The Advisory Team, with input from the Management Team, shall establish, oversee, and is ultimately accountable for the Church's annual goals and strategy. The Advisory Team shall not be treated as an "advisory board" as the term is used in the Act. The Advisory Team's additional duties include:

- i. Pray for and give informal counsel to the Lead Pastor.
- ii. Maintain an ongoing relationship with the Lead Pastor.
- iii. Approve the calling of a duly nominated Lead Pastor by a Unanimous-to-Two-Thirds vote.
- iv. Annually evaluate the performance of the Lead Pastor.
- v. Administer discipline to and/or remove the Lead Pastor in



accordance with the terms of Article 8.

- vi. Give wise counsel to the Lead Pastor and Management Team regarding issues related to the leadership of the Church.
- vii. With input from Management Team, be accountable for the Church's annual goals and priorities.
- viii. Any other duties delegated by the Board of Directors or elsewhere in these Bylaws.

B. *Pastoral Elders.* The Pastoral Elders are responsible for modeling and advancing the discipling life and providing pastoral care for the Church community. The Pastoral Elders additional duties include:

- i. Elevate the value of prayer through education, training and praying.
- ii. Provide spiritual support and encouragement of Church staff and leaders.
- iii. Provide spiritual support and oversight to the Church's care and counseling ministries.
- iv. Administer the sacraments of baptism, dedication, and communion.
- v. Participate in the Church's leadership development and discipleship strategy.
- vi. Any other duties delegated by the Board of Directors or elsewhere in these Bylaws

C. *Management Team.* The Management Team is responsible for the creation and development of vision for the various ministries and implementing Church-wide strategies, policies and systems that will contribute to the effective functioning of the Church. Each member has the authority to hire, fire, and manage staff according to lines of supervision, under the accountability of the Lead Pastor within the parameters of the annual budget. The Management Team's additional duties include:

- i. Establish systems and policies that will make the Church function most effectively to carry out its mission.
- ii. Develop and propose an annual budget and propose increases or make revisions to that budget according to procedures consistent with these Bylaws.
- iii. With the Advisory Team, establish and implement annual goals and Church-wide goals and priorities.

- iv. Propose compensation for non-Management Team staff consistent with Article 7.
- v. Nominate a new Lead Pastor, for approval by the Advisory Team
- vi. Administer Church discipline, restoration and critical interventions within the Church body (e.g. SRS issues, divorce, etc.).
- vii. Propose for Board of Directors approval, any categories for designated giving by a two-thirds majority vote.
- viii. Any other duties delegated by the Board of Directors or elsewhere in these Bylaws

4.03. Qualifications. All Elders shall possess the same scriptural qualifications described in Directors, consistent with Article 3.03(A). Any reference in Article 3.03(A) to Directors shall be construed as also applying to Elders. All Elders shall annually affirm the Statement Faith set forth in Article 2.02 and the Statement on Marriage set forth in Article 2.03. Additionally, certain Elder Teams require the additional qualifications, as described herein.

4.04. Duty to Avoid Improper Distributions. Elders shall have the same duties to avoid improper distributions as the Board of Directors. Article 3.14 above shall apply to all Elders, and any reference to Director in that section shall be construed as a reference to Elders.

4.05. Compensation. Except for the Lead Pastor and members of the Management Team, Elders generally serve in a voluntary capacity and without compensation. However, employees of the Church who serve on Elder Teams may receive salaries for their services as employees and as members of the applicable Elder Team. All compensation must conform to the policies set forth in Article 7.

4.06. Number, Special Qualifications, Tenure of Elders, Nomination, Election, and Votes Required for Removal of Elders. Certain Elder Teams require specific skill sets and consequently its members must possess qualifications in addition to those described in Article 4.03. The number of members, tenure, nomination, appointment, and removal process for each team is unique. The specific characteristics of each team are below. The Board of Directors may, from time-to-time revise this Article in accordance with the provisions for amending the Bylaws described herein.

A. *Advisory Team.*

- i. Additional Qualifications: The Advisory Team shall be lay leaders.
- ii. Number: There shall be no fewer than five (5) members of the Advisory Team.
- iii. Tenure: The initial term of an Advisory Team member shall be four-years. After the initial term, each member must leave the team for a minimum of one-year. Former members of the Advisory Team may serve up to two additional two-year terms. No Advisory Team member shall serve more than a

total eight (8) years. Additionally, Advisory Team members may be removed by death, incapacity, resignation, or removal in accordance with these Bylaws.

iv. Nomination: An Advisory Team member shall be nominated by the Lead Pastor.

i. Election/Approval: The nomination of an Advisory Team member shall be approved by a Unanimous-to-Two-Thirds Vote of the Management Team.

ii. Votes Required for Removal: An Advisory Team member may be removed by a vote of two-thirds of the Advisory Team, but shall not be removed during the pendency of a disciplinary action or the removal of the Lead Pastor. Any vote to remove or discipline an Elder shall follow a process consistent with Article 4.07.

B. *Pastoral Elders.*

i. Additional Qualifications: Pastoral Elders shall possess the spiritual qualifications necessary to provide pastoral care of the Church. There shall be at least one Pastoral Elder and as many as necessary to support the spiritual needs of the Church community.

ii. Number: There shall be a minimum of one (1) member of the Pastoral Team.

iii. Tenure: The initial tenure of each Pastoral Elder shall be four (4) years. Each Pastoral Elder may serve successive two-year terms, indefinitely. Additionally, Pastoral Elders may be removed by death, incapacity, resignation, or removal in accordance with these Bylaws.

iv. Appointment and Nomination: The Management Team shall appoint one of its members to oversee the Pastoral Elders. Additional Pastoral Elders shall be nominated by existing members of the Pastoral Elder Team.

v. Election/Approval: The nomination of a Pastoral Elder shall be approved by a Unanimous-to-Two-Thirds Vote of the Management Team.

vi. Votes Required for Removal: A Pastoral Elder may be removed by a vote of two-thirds of the Management Team, but shall not be removed during the pendency of a disciplinary action or the removal of the Lead Pastor. Any vote to remove or discipline an Elder shall follow a process consistent with Article 4.07.

C. *Management Team.*

i. Additional Qualifications: Members of the Management Team shall possess the skills necessary to carry out their role as an employee and leader of

the Church, consistent with their job description.

ii. Number: There shall be no fewer than five (5) members of the Management Team.

iii. Term: Members of the Management Team shall serve indefinitely until their resignation, death, or removal in accordance with Article 4.07.

iv. Nomination: Members of the Management Team shall be nominated by the Lead Pastor.

v. Election/Approval: The nomination of a Management Team member shall be approved by a Unanimous-to-Two-Thirds vote of the existing Management Team.

vi. Votes Required for Removal: A Management Team Member may be removed by a vote of two-thirds of the remaining Management Team, but shall not be removed during the pendency of a disciplinary action or the removal of the Lead Pastor. Removal of an individual from the Management Team does not lead to their automatic termination of employment. The termination of employment shall occur through the appropriate lines of supervision, under the accountability of the Lead Pastor. Any vote to remove or discipline an Elder shall follow a process consistent with Article 4.07.

4.07. Discipline and Removal. The Church shall follow certain procedures when disciplining an Elder, the nature of which is dependent on the individual's Elder Team.

A. *Advisory Team and Pastoral Elders*. The members of the Advisory Team and the Pastoral Elders may be disciplined and/or removed from office for failing to satisfy the duties of their role, for moral misconduct, grave misconduct, and/or theological infidelity as those terms are defined in Article 16.11. Moral misconduct and theological infidelity are defined in Article 16.11. The procedure for such discipline is as follows:

i. Confront Elder. A Church attendee must first confront the Elder with the specific concern one-on-one (Matt 18:15).

ii. Confront with Two. Then a minimum of two Church attendees in agreement will confront the Elder with the specific issue or concern prior to coming to the Management Team.

iii. Inform Management Team. If the Elder's response is not satisfactory, the attendees will inform the Management Team regarding the specific concern or issue

iv. Management Team Decision. The Management Team will discuss the issue and will gather all relevant information required to make a decision on the matter. The Management Team may remove a Pastoral Elder with a vote of two-thirds of the members. If the Elder in question is on the Advisory Team,

the Management Team shall make a recommendation for removal, as appropriate.

B. *Management Team.* The members of the Management Team may be disciplined and/or removed from office for failing to satisfy the duties of their role, or for moral or theological infidelity. Moral misconduct and theological infidelity are defined in Article 16.11. The procedure for such discipline is as follows:

i. Confront Elder. A Church attendee must first confront the Elder with the specific concern one-on-one (Matt 18:15).

ii. Confront with Two. Then a minimum of two Church attendees in agreement will confront the Elder with the specific issue or concern.

iii. Inform Lead Pastor. If the Elder's response is not satisfactory, the attendees will inform the Lead Pastor regarding the specific concern or issue.

iv. Lead Pastor Decision. The Lead Pastor gather all relevant information required to make a decision on the matter. He shall seek counsel from the Advisory Team as well as the offender's supervisor prior to making any decision regarding removal. Discipline and/or removal of an Elder on the Management Team within the sole discretion of the Lead Pastor.

## **ARTICLE 5 OVERSEERS**

5.01. Relationship to Board of Directors. The Overseers are a special body to whom the Board of Directors delegates its authority to discipline and/or terminate the Lead Pastor.

A. Qualifications. All Overseers shall possess the same scriptural qualifications described in Article 3.03(A). Any reference in Article 3.03(A) to Directors shall be construed as also applying to Overseers. Additionally, Overseers shall be experienced pastors outside of the Church. All Overseers must know and love the Church and the Lead Pastor. Overseers must agree to be available to the Church at their own expense, except when their presence is specifically requested by the Management Team. All Overseers

B. Number: There shall be no fewer than three (3) and no more than five (5) members of the Overseer Team.

C. Tenure: Each Overseer shall serve a four (4) year term, which is renewable for additional four (4) year terms, indefinitely.

D. Nomination: An Overseer shall be nominated by the Lead Pastor.

E. Election/Approval: The nomination of an Overseer shall be approved by a Unanimous-to-Two-Thirds Vote of the Management Team.

F. Removal: An Overseer may be removed by a vote of two-thirds of the Management Team, but shall not be removed during the pendency of a disciplinary action or the removal of the Lead Pastor.

## **ARTICLE 6 OFFICERS**

6.01. Officer Positions. The officers of the Church shall be a President, a Secretary, and Treasurer. The Lead Pastor shall serve as the President. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President and Secretary, may hold any two or more offices.

6.02. General Duties. All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

6.03. Election and Term of Office. The Board of Directors at its regular annual meeting shall elect the officers of the Church, except the office of President shall automatically be the Lead Pastor. No election of a President shall be held unless the Lead Pastor position is vacant. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

6.04. Removal. Except for the President, the Board of Directors, with or without good cause, may remove any officer elected or appointed by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer. The President shall be removed in accordance with the procedures set forth in Article 8.

6.05. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

6.06. Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term in accordance with the terms of these Bylaws

6.07. President. The role of President shall be filled by the Lead Pastor. The President shall also be the Chairman of the Board of Directors and the chief executive officer of the Church. The President shall supervise and control all of the business and affairs of the Church. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors, or its designee, has authorized to be executed. However, the President may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of

President. The President shall serve an indefinite term after appointment in accordance with Article 8.

6.08. Treasurer. The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Church.
- B. Receive and give receipts for moneys due and payable to the Church from any source.
- C. Deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors, the Chairman or the President.
- D. Write checks and disburse funds to discharge obligations of the Church.
- E. Maintain the financial books and records of the Church.
- F. Prepare financial reports at least annually.
- G. Perform other duties as assigned by the President or by the Board of Directors.
- H. Perform all the duties incident to the office of Treasurer.

6.09. Secretary. The Secretary shall:

- A. Give all notices as provided in the Bylaws or as required by law.
- B. Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- C. Maintain custody of the corporate records and of the seal of the Church.
- D. Affix the seal of the Church to all documents as authorized.
- E. Keep a register of the mailing address of each Director, Elder, officer, and employee of the Church.
- F. Perform duties as assigned by the President or by the Board of Directors.
- G. Perform all duties incident to the office of Secretary.

6.10 Assistant Officers. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Church, and any

assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Church in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

6.11 Salaries. The salaries of all employees shall be fixed by, or in accordance with the directions of, the disinterested members of the Board of Directors. All salaries shall be in an amount that is reasonable for services rendered or to be rendered to the Church. Specific procedures for the compensation of certain roles, is described in Article 7.

6.12 Disallowed Payments. Any payments made to an officer of the Church such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed.

## **ARTICLE 7 COMMITTEES**

7.01. Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee, except that nothing in this provision shall minimize or reduce the powers of the Spiritual Board of Elders as described in these Bylaws. The Board of Directors may refer to use an alternate description in place of "committee" in its sole discretion. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Directors, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- A. Amend the Articles of Incorporation.
- B. Adopt a plan of merger or a plan of consolidation with another corporation.
- C. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church.
- D. Authorize the voluntary dissolution of the Church.
- E. Revoke proceedings for the voluntary dissolution of the Church.



- F. Adopt a plan for the distribution of the assets of the Church.
- G. Amend, alter, or repeal the Bylaws.
- H. Elect, appoint, or remove a member of a committee or a Director or officer of the Church.
- I. Approve any transaction to which the Church is a party and that involves a potential conflict of interest.
- J. Take any action outside the scope of authority delegated to it by the Board of Directors.

7.02. Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

7.03. Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the President of the Church. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

7.04. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) and no more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

7.05. Quorum. One-half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

7.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.07. Compensation. Committee members may not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Church in any other capacity and receive compensation for those services. Any compensation that the Church pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

7.08. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 8 COMPENSATION**

8.01. In general. With regard to total compensation no person shall recommend, deliberate, vote upon, or approve their own compensation. No person shall recommend, deliberate, vote upon, or approve the compensation of any family member, ether by blood or by marriage, or business partner. All salary ranges shall be benchmarked and approved by the Board of Directors along with total compensation (*i.e.* medical, dental, 403(b) etc.) which shall be recommended by the Board of Directors, with the assistance of a lay led joint task force that includes Management Team representation. The Board of Directors has final approval of all compensation including through the annual budget approval process. Marketplace standards such as the National Association of Church Business Administrators (NACBA) should be used to review, analyze, and recommend total compensation

8.02. Lead Pastor. The total compensation (salary and benefits) for the Lead Pastor is determined by both the Advisory Team and the Board of Directors. The Advisory Team shall review and recommend the Lead Pastor's base salary after consideration of the written recommendation of the Board of Directors. The Board of Directors will determine and approve any additional compensation (benefits) of the Lead Pastor. The Lead Pastor's benefit plan is determined exactly in the same manner as that of all full-time Church employees and is reviewed and approved by the Board of Directors as well.

8.03. Executive Pastor. The total compensation (salary and benefits) for the Executive Pastor is to be determined by the Lead Pastor and the Board of Directors. The Lead Pastor is to review and recommend the Executive Pastor's base salary after consideration of the written recommendation of the Board of Directors. The Board of Directors will determine and approve any additional compensation (benefits) of the Executive Pastor.

8.04. Management Team Members. The total compensation (salary and benefits) for the remaining Management Team is to be determined by the Executive Pastor and the Board of Directors. The Executive Pastor is to review and recommend the Management Team members' base salaries after consideration of the written recommendation of the Board of Directors. The Board of Directors will determine and approve any additional compensation (benefits) for Management Team members.

8.05. Full-Time Ministry Staff. The total compensation (salary and benefits) for full-time ministry staff shall be determined by the Management Team and the Board of Directors. The

Management Team is to review and recommend the base salaries of full-time staff members according to an established salary structure, after considering the written recommendation of the Board of Directors. The Board of Directors will determine and approve any additional compensation (benefits) for full-time staff.

8.06. Part-Time and Administrative Staff. Compensation for part-time and administrative staff shall be determined by the hiring supervisor within the parameters of the approved annual budget and under the review and accountability of the Management Team, after consideration of the written recommendation of the Board of Directors. The Board of Directors will determine and approve any additional compensation (benefits) for part-time and administrative staff.

## **ARTICLE 9 DUTIES, APPOINTMENT, AND REMOVAL OF LEAD PASTOR**

9.01. Duties. The Lead Pastor is also the President and chief executive officer of the Church. In addition to all the duties and authority consistent with the role of President, the Lead Pastor shall have the following additional responsibilities:

A. The Lead Pastor is responsible for establishing strategic vision and leadership for the Church and for providing accountability in staffing decisions.

B. The Lead Pastor must devote himself to the ministry of the word and prayer.

C. The Lead Pastor is responsible for nominating new Management Team members who then must be approved by the existing Management Team by a Unanimous-to-Two-Thirds vote.

D. The Lead Pastor may remove any Management Team member at his own discretion, after seeking counsel from the Advisory Team.

E. The Lead Pastor is accountable for the leadership of the Management Team.

F. The Lead Pastor provides accountability in staffing decisions according to lines of supervision.

G. The Lead Pastor shall be a member of both the Board of Directors and the Spiritual Board Elders. The removal of an individual from the office of Lead Pastor shall result in the automatic termination of that individual's seat on the Board of Directors and the Spiritual Board of Elders.

H. Any other duties as determined by the Board of Directors or elsewhere in these Bylaws.

9.02. Qualifications. The Lead Pastor is an Elder of the Church, and shall possess the same qualifications that all Elders must possess, as detailed in Article 3.03(A).

9.03. Nomination and Approval. The Lead Pastor shall be nominated by the Management Team with a Unanimous-to-Two-Thirds vote. Once nominated, the Lead Pastor must be approved by the entire Advisory Team through a Unanimous-to-Two-Thirds vote.

9.04. Discipline or Removal for Sub-standard Performance. The Advisory Team is responsible for reviewing the job performance of the Lead Pastor. Performance reviews shall be performed on an annual basis. If the Lead Pastor has been “grossly negligent” in performing his duties the following process shall be followed. Once this process has started, members of the Board of Directors and members of the Spiritual Board of Elders may not be removed until the process is completed.

A. *Performance Review.* In the process of the Performance Review the Advisory Team clearly communicates their dissatisfaction with the Lead Pastor’s performance

B. *Establish a performance plan.* The Advisory Team must establish a three-month performance plan that addresses the specific areas of negligence in the Lead Pastor’s performance. The Lead Pastor and the Advisory Team must sign the performance plan. If the Lead Pastor refuses to sign the performance plan, the Advisory Team may skip to step (F).

C. *Inform the Management Team.* The Advisory Team shall meet with the Management Team to inform them of the disciplinary action without the Lead Pastor present

D. *Monthly Accountability Check-ins.* The Advisory Team shall meet monthly with the Lead Pastor to review progress during the pendency of his performance plan.

E. *Performance Plan Review.* The Advisory Team shall meet at the end of the three-month time period to review the Lead Pastor’s performance progress. If the progress is satisfactory, the Lead Pastor shall be notified, and no further action shall be required until the next annual review nine (9) months later. (See step (J))

F. *Advisory Team Vote.* If the Lead Pastor’s performance progress is deemed unsatisfactory by the Advisory Team, the Advisory Team shall vote to determine a further course of action. Such action may include termination of the Lead Pastor’s call. This vote requires a Unanimous-Two-Thirds vote.

G. *Advisory Team meets with Lead Pastor.* If the Advisory Team votes to terminate the Lead Pastor’s call, they shall meet with the Lead Pastor within one (1) week of the vote, or as soon as practical. The Advisory Team shall provide the Lead Pastor with a written letter describing the specific reasons for termination. At this time, the Lead Pastor shall be given the opportunity to resign. If the Lead Pastor chooses not to resign, the Advisory Team shall proceed to step (H). During the period that follows, the Lead Pastor shall not perform any of his ministry duties until the Elders have voted on his termination

H. *First Combined Board Meeting.* The Advisory Team shall call a meeting of all members of the Board of Directors and of the Spiritual Board of Elders (the “Combined

Boards”). The Advisory Team shall run this meeting. As an Elder, the Lead Pastor may attend but will not be given the opportunity to speak. The purpose of this all Alder meeting is to communicate four things:

- i. Lead Pastor has failed to pass his annual performance review due to gross negligence and has failed to meet performance objectives set forth in a three-month performance plan.
- ii. Explain the process for terminating a Lead Pastor for gross negligence.
- iii. Explain that Advisory Team has voted to terminate the Lead Pastor’s call.
- iv. Inform of the date of the second all Elder meeting to vote on the termination of the Lead Pastor.

I. *Second Combined Board Meeting.* The Advisory Team shall call a second meeting of all members of the Combined Boards and provide at least ten (10) days notice to each member. The Advisory Team shall run this meeting, and the Lead Pastor will not be given the opportunity to speak. The purpose of this all Elder meeting is to vote on the termination of the Lead Pastor. A quorum of the Combined Boards is required to meet and vote on the termination of the Lead Pastor. The votes needed to approve termination are a simple majority (over 50%).

J. *Next Annual Review.* The Advisory Team shall perform the annual performance review of the Lead Pastor. If at the end of the nine-month period the Advisory Team determines gross negligence persists they may skip the performance plan process described in steps (B) – (E), and proceed directly to the vote described in step (F) and subsequent processes.

9.05. Discipline or Removal for Moral Misconduct, Grave Misconduct and/or Theological Infidelity. In the event of an act of moral misconduct, grave misconduct and/or theological infidelity, as defined herein, the Lead Pastor may be disciplined and/or removed according the procedure described in this Article 8. However, allegations of grave misconduct, as defined in Article 16.11, are grounds for immediate termination of the Lead Pastor and shall not require a correction plan or any type of waiting period.

A. *Confront Lead Pastor.* A Church attendee must first confront the Lead Pastor with his concern one-on-one (Matt 18:15)

B. *Confront Lead Pastor with two.* Then a minimum of two Church attendees in agreement will confront the Lead Pastor before coming to the Advisory Team with the issue

C. *Inform Advisory Team.* If the Lead Pastor's response is not satisfactory, the Church attendees bringing the issue will inform the Advisory Team

D. *The Advisory Team Vote.* The Advisory Team will conduct an investigation and will vote to decide whether the complaint fits the guidelines of a theological infidelity, moral misconduct, grave misconduct as described herein using a Unanimous-to-Two-Thirds vote. If the Advisory Team decides that the concern is legitimate, they shall proceed to step (E).

E. *Convene Overseers.* The Advisory Team will contact the Overseers to initiate an investigation into the issue and to discipline the Lead Pastor if necessary.

F. *Overseers Vote.* The Overseers shall conduct an appropriate investigation of the allegations. The Overseers may, in their sole judgment, engage outside experts and/or legal representation to investigate allegations of grave misconduct at the Church's cost. Following the investigation the Overseers shall determine whether discipline or termination is appropriate. If discipline, rather than termination is warranted, the Overseers shall vote to establish a discipline plan for the correction and restoration of the Lead Pastor. During the period of a discipline plan's implementation, the Lead Pastor may continue to work or may be placed on unpaid leave, as determined by the Overseers. The Overseers' correction plan must be approved by a Unanimous-to-Two-Thirds-Majority vote. If approved, the Overseers will communicate this plan to the Advisory Team for implementation. The Overseers may, in their sole judgment, vote to immediately terminate a Lead Pastor for grave misconduct if such termination is in the best interest of the Church. The Board of Directors and Spiritual Board of Elders may not overrule the Overseers decision to terminate the Lead Pastor for grave misconduct.

G. *Advisory Team meets with Lead Pastor.* The Advisory Team shall meet with the Lead Pastor to present the discipline plan determined by the Overseers. During this meeting, the Lead Pastor and the Advisory Team must sign the discipline plan. If the Lead Pastor refuses to sign this discipline plan, then the Advisory Team may skip to step (J) without delay.

H. *Meeting with Management Team.* The Advisory Team will meet with Management Team to inform them of the current situation without the Lead Pastor present.

I. *Monthly accountability check-ins.* The Advisory Team shall meet monthly with the Lead Pastor to review his progress with the specified discipline plan.

J. *Advisory Team Meeting.* The Advisory Team shall meet three-months after the implementation of the discipline plan to review the Lead Pastor's adherence to the plan, and to decide a further course of action. If the Lead Pastor has failed to meet the specified discipline objectives listed in the plan as determined by the Overseers, the Advisory Team may vote to terminate the Lead Pastor's call. A vote to terminate the Lead Pastor's call must be approved by a Unanimous-to-Two-Thirds-Majority vote. If the Advisory Team votes to terminate, they shall proceed to step 8.05(K). If the Lead Pastor has sufficiently met the specified discipline objectives as determined by the Overseers, or if the Advisory Team does not approve termination, the Advisory Team shall inform the Lead Pastor, the Overseer, and the Management Team that the Lead Pastor has been restored to normal service.

K. *Advisory Team meets with Lead Pastor.* If the Advisory Team votes to terminate the Lead Pastor's call, they shall meet with the Lead Pastor within one (1) week of the vote or as soon as practical. The Advisory Team shall provide the Lead Pastor with a written letter describing the specific reasons for termination. The Lead Pastor shall be given the opportunity to resign. If the Lead Pastor chooses not to resign, the Advisory Team shall proceed to the step described in Article 8.05(L) and the Lead Pastor shall not perform any of his ministry duties until the Overseers have voted on his termination

L. *Overseers Vote.* The Advisory Team shall inform the Overseers that they have voted to terminate the Lead Pastor's call for failing to adhere to the discipline plan. The Overseers then shall meet to vote on the termination of the Lead Pastor's call. This vote requires a simple majority (greater than 50%).

## **ARTICLE 10 TRANSACTIONS OF THE CORPORATION**

10.01. Contracts. The Board of Directors may authorize any officer 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.

10.02. Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Directors selects.

10.03. Gifts. The Board of Directors may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

10.04. Loans and Related Parties. The Church shall not make any loan to a Director, Elder, or officer of the Church.

10.05. Affiliated Transactions. No contract or transaction between the Church and one or more of its Directors, Elders or officers, or between the Church and any other corporation, partnership or association or other organization in which one or more of its Directors, Elders or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

A. The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.

B. The contract or transaction is fair to the Church at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

C. The interested Directors or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Directors or committee member may participate in the discussion of the matter, but may not vote.

10.06. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Board of Directors, no Director, Elder, officer, or committee member of the Church shall:

- A. Do any act in violation of the Bylaws or a binding obligation of the Church.
- B. Do any act with the intention of harming the Church or any of its operations.
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
- D. Receive an improper personal benefit from the operation of the Church.
- E. Use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church.
- F. Wrongfully transfer or dispose of Church property, including intangible property such as good will.
- G. Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.
- H. Disclose any of the Church business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 11 BOOKS AND RECORDS**

11.01 Required Books and Records. The Church shall keep correct and complete books and records of account. The Church's books and records shall include:

- A. A file-endorsed copy of all documents filed with the Kansas Secretary of State relating to the Church, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- B. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- C. Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- D. A list of the names and addresses of the Directors, Elders, officers, and any committee members of the Church.



E. A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years.

F. A financial statement showing the income and expenses of the Church for the most recent fiscal years.

G. All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.

H. The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.

11.02 Inspection and Copying. Any Directors or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Any person entitled to inspect and copy the Church's books and records may do so. A person entitled to inspect the Church's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Church's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Church's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

**ARTICLE 12  
FISCAL YEAR**

The fiscal year of the Church shall begin on January 1st and end on December 31st each year.

**ARTICLE 13  
INDEMNIFICATION**

13.01. When Indemnification is Required, Permitted, and Prohibited.

A. The Church shall indemnify a Director, Elder, officer, committee member, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as a Director, Elder, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Church.

C. The Church shall pay or reimburse expenses incurred by a Director, Elder, officer, committee member, employee, or agent of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.

D. In addition to the situations otherwise described in this paragraph, the Church may indemnify a Director, Elder, officer, committee member, employee, or agent of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of this Article.

E. Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Church or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

F. If the Church may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

13.02. Procedures Relating to Indemnification Payments.

A. Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 12.02(C), below. The Church may make these determinations and decisions by any one of the following procedures:

i. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 12.02(A)(i) or 12.02(A)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

B. The Church shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 12.02(A)(iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Article 12.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

C. The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under

Article 12.02(A), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 14 NOTICES**

14.01. Notices. Any notice required or permitted by the Bylaws to be given to an Elder, officer, or member of a committee of the Church may be given in any manner allowed by the Act. For a member meeting, oral notice from the pulpit during a regularly scheduled service shall be given at least two weeks prior to the date the meeting is to be held or by mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Church. Without a preference designation, the person serving the notice shall give notice by mail.

14.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

14.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 15 SPECIAL PROCEDURES CONCERNING MEETINGS**

15.01. Meeting by Electronic Means. The Board of Directors, and any committee of the Church, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

## **ARTICLE 16 AMENDMENTS TO BYLAWS**

16.01. Amendments. Subject to the restrictions described in Articles 15.02 and 15.03, any measure to alter, amend, repeal, or enact new Bylaws must approved by a Unanimous-to-Two Thirds vote at a duly called meeting of a quorum of the Combined Boards after a reasonable discussion among the quorum. Additionally, the Lead Pastor and at least one Director and one Elder from each of the Advisory, Management, and Pastoral teams must be present. Notice for a meeting under this Article 15.01 is not effective unless a written proposal has been distributed, either electronically or hard-copy, to each Director and Elder at least two-weeks prior to the meeting.

16.02. Amending the Statement of Faith. The Statement of Faith in Article 2.02 and this Article 15.02 shall only be repealed, amended, or revised after five consecutive, annual, and unanimous votes to do so, by a quorum of the Combined Boards.

16.03. Amending the Statement on Marriage. The Statement on Marriage in Article 2.03 and this Article 15.03 shall only be repealed, amended, or revised after two consecutive, annual, Unanimous-to-Two Thirds vote by a quorum of the Combined Boards.

## **ARTICLE 17 MISCELLANEOUS PROVISIONS**

17.01 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Kansas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

17.02 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

17.03 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

17.04 Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

17.05 Seal. The Board of Directors may provide for a corporate seal. Such a seal would consist of one circle containing the words "HEARTLAND COMMUNITY CHURCH."

17.06 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

17.07 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Elders, officers, committee members, members, volunteers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

17.08 Meeting Authority. Robert's Rules of Order (most recent authorized edition) shall govern any business meeting of the Church and any board, council or committee.

17.09 Lay Leadership. Permission for ministry is within the Church's mission and values and volunteer leaders are encouraged to develop ministries that will contribute to the vision of the Church according to their gifts and passions. Resources from the Church may be requested to support ministries through the appropriate staff person; however, such support is NOT implied.

17.10 Financial Integrity. Each Church staff member and volunteer who handles or spends the Church's money has a duty to do so thoughtfully, diligently, and with the highest integrity before God.

17.11 Definitions. The definitions shall apply to the terms used throughout this document:

A. *Director*. The term "Director" shall mean a member of the Church's Board of Directors.

B. *Elder*. The term "Elder" shall mean a member of one of the Church's Spiritual Board of Elders, to which the Board of Directors has delegated curtailed duties, as described herein.

C. *Elder Teams and/or Teams of Elders*. The terms "Elder Team" and "Teams of Elders" are used interchangeably in these Bylaws and have the same meaning. An Elder Team is committee of the Spiritual Board of Elders to which the Board of Directors has delegated certain duties, as described herein.

D. *Quorum*. A quorum shall be defined as no less than 50% of the members of the applicable body who are eligible to vote.

E. *Unanimous*. "Unanimous" shall be defined as all members that make up a quorum of the team or voting body.

F. *Two-thirds majority*. A two-thirds majority vote shall be defined as no less than two-thirds of the quorum of the team or voting body.

G. *Unanimous-to-Two-Thirds vote*. Unanimous-to-Two-Thirds vote shall mean a process in which an initial vote was taken, with the goal of reaching a unanimous decision. If the initial vote is not unanimous, then a two-thirds majority, as defined herein, shall be required in order for the motion to carry.

H. *Simple majority*. The term "simple majority" shall mean greater than fifty (50) percent of the quorum of the team or voting body.

I. *Moral misconduct.* The term “moral misconduct” shall mean a serious moral sin, which may include, but is not limited to, sexual infidelity, substance abuse, gambling, embezzlement, theft, or arrest for a non-violent misdemeanor or a non-violent felony.

J. *Theological infidelity.* The term “theological infidelity” shall mean a clear and consistent departure from any of the provisions of the Statement of Faith in Article 2.02.

K. *Grave misconduct.* The term “grave misconduct” shall mean a serious moral sin which endangers the health, safety, or welfare of any individual. Grave misconduct includes, but is not limited, assault, sexual assault, battery, child abuse, manslaughter, driving while intoxicated, murder, and attempted murder. Additionally, embezzlement, theft, and fraud of any type may constitute grave misconduct when it threatens the welfare of the Church. The Overseers may, in their sole discretion, determine that allegations of a non-violent felony constitutes grave misconduct depending on the specific facts and circumstances present at the time.

**CERTIFICATE OF SECRETARY**

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of thirty-one pages (31), plus any appendices, constitute the Bylaws of said corporation as duly adopted by the members at a meeting held on

\_\_\_\_\_.

DATED: \_\_\_\_\_

\_\_\_\_\_

[Signature]

\_\_\_\_\_

[Typed Name]

Secretary of the Church

## APPENDIX A

The Mission of the Church is Becoming the church among the unchurched (as amended on November 20, 2016). Consistent with that mission, the Church adopts the following Core Values:

**(a) Be Honest (with yourself, one another, and God)**

- i. Honesty is being authentic and transparent
- ii. Honesty is having depth both relationally and spiritually
- iii. Honesty acknowledges doubt, suffering & failure in the spiritual journey (Mark 9:24, John 21)
- iv. Honesty celebrates our humility more than our self-righteous piety (Luke 18:9-14)
- v. Honesty calls us to be accountable: "it's okay to be where you are, but it's not okay to stay there"

**(b) Practice Hospitality (wherever you are)**

- i. Hospitality is to be what is needed, for the other
- ii. Hospitality is basic theology: for God so loved the world (John 3:16)
- iii. Hospitality is evangelism – belonging often comes before belief
- iv. Hospitality is the little graces: coffee, parking, 'runners' at Welcome Center
- v. Hospitality is the big graces (e.g. hosting funerals)
- vi. Hospitality requires unity
- vii. Hospitality means we translate the Bible and our stories
- viii. Hospitality is expensive and requires generosity
- ix. Hospitality leads to compassion (Luke 10:25-37)
- x. Henrietta Mears – "I've always believed that if a person's legs were under my dinner table, they were halfway into the kingdom of God"

**(c) Develop Excellence (giving God our very best)**

- i. Personal
  - a. Personal excellence is understanding and using our Spiritual Gifts – right seat on the bus (Eph 4:11-13, 1 Cor 12, Rom 12:6-8)
  - b. Send and give away – leadership development & church planting
- ii. Organizational
  - a. Organizational excellence requires transparent financial practices (ECFA certification)
  - b. Organizational excellence requires good systems, to become more efficient in things, so that we can be more effective with people
  - c. Organizational excellence with our facility
- iii. Cultural
  - a. Cultural excellence is shaping culture versus copying it



- b. Cultural excellence doesn't spiritualize mediocrity
- c. Cultural excellence is serving in our gifts to inspire the seeker & glorify God

iv. Kingdom

- a. Kingdom excellence redefined: discipling others
- b. Christ in you, the hope of glory (Colossians 1:27)

**(d) Have Fun (take Jesus seriously, including His Joy)**

- i. Having fun means we hope to always take Jesus seriously, but ourselves not so much
- ii. Having fun means we love to play and celebrate – moments, one another, God
- iii. Having fun is abiding in Jesus which always leads to joy (John 15:11)
- iv. Bad theology: the more serious you are, the more spiritual you must be
- v. Having fun is being on His mission which is the greatest joy (Luke 10:2)
- vi. C.S. Lewis: Joy is the "chief business of heaven"