

**BYLAWS**

**of**

**COLLEGE CHURCH IN WHEATON**

**ADOPTED JUNE 8, 2003 with AMENDMENTS through APRIL 18, 2021**

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## **ARTICLE I. INTRODUCTION**

### **Section 1. Name**

The name of the church to which these Bylaws apply is College Church in Wheaton (the “Church”).

### **Section 2. Purpose**

The purpose of College Church in Wheaton is to glorify God by worshiping Him personally, in community, and in all of life, by making mature disciples of Jesus Christ through the ongoing preaching, teaching, and study of the Scriptures, through living in loving service to each other as a local body of believers, and through extending Christ’s universal church through evangelism locally and around the world. Our attitude in fulfilling this purpose is summarized in the historic statement, “In essentials, unity; in non-essentials, liberty; in all things, charity.”

### **Section 3. Governing Documents**

The Church is an Illinois not-for-profit corporation which was formed in 1861 under the Illinois Congregational Assembly, was incorporated in 1919 under the Illinois Religious Corporation Act, and which elected in 2003 to accept the Illinois Not-for-Profit Corporation Act (the “NFPCA”). These bylaws (the “Bylaws”), adopted by the Regular Members on June 8, 2003, replace the constitution and bylaws of the Church effective before that date. They contain the rules which govern the conduct of the Church.

### **Section 4. Government**

The government of the Church shall be vested in the Regular Members (see II.2(a)) of the Church and shall be administered through a Council of Elders (the “Council”) which is responsible to the membership and which shall report regularly to the congregation. The Council is the equivalent of the board of directors referred to in the NFPCA. The boards and committees described in these Bylaws are not the equivalent of committees of the board of directors described in the NFPCA.

### **Section 5. Location**

The Church is located in the city of Wheaton, county of DuPage, state of Illinois.

### **Section 6. Fiscal Year**

The Church’s fiscal year shall begin on May 1 and end on the following April 30.

### **Section 7. Elective Year**

The elective year shall begin immediately following the adjournment of the Church’s Annual Meeting (see III.2(a)(1)) and end at the adjournment of the next Annual Meeting.

## ARTICLE II. MEMBERS

### Section 1. Definition of Members

The members of the Church (“Members”) shall be those persons who have been admitted to membership in accordance with II.3 and have not been separated from membership as provided in II.4.

### Section 2. Classification of Members

There shall be three classifications of Members: Regular, Associate, and Member-on-Leave.

- (a) **Regular.** Regular Members are persons who were Regular Members as of the approval date of these Bylaws, or who meet the qualifications stated in II.3(a), have completed the procedure for admission to membership described in II.3(b), and retain no other church membership. Only Regular Members shall have the right to hold elective office and to vote at the Annual Meeting (see in III.2(a)(1)) and at all other business meetings of the Members. (For membership of pastors, ministry directors, and their spouses see XI.2(c) and XI.3(c)).
- (b) **Associate.** Associate Members are persons who were Associate Members as of the approval date of these Bylaws, or who meet the qualifications stated in II.3(a) and have completed the procedure for admission to membership described in II.3(b), but who also may retain membership in another church or otherwise choose not to be Regular Members. Associate Members shall not have the right to vote, hold elective positions in the Church, or be elected to serve on standing and special committees. An Associate Member may later request the Council to grant a change of status to Regular Member, provided that he or she does not then retain membership in another church. In exceptional cases, as determined by the Council (see II.4(a)(2)), Regular Members who have moved away from the local area or absented themselves from the services of the Church for a period of twelve consecutive months may continue their membership in the Church as Associate Members.
- (c) **Member-On-Leave.** Members-On-Leave are persons who are Regular Members but who also hold membership in another church while serving as missionaries or Christian workers in a country or community at some distance from Wheaton. They shall automatically return to the status of Regular Members while on home assignment or on the occasion of their return to residence in the Wheaton area without the need for a formal readmission process.

### Section 3. Admission to Membership

- (a) **Qualifications for Admission to Membership.** All Members, whether Regular or Associate, shall give evidence of saving faith in Christ. They shall subscribe to the Church’s Articles of Faith, Standards of the Christian Life, and Membership Covenant. They shall give evidence of having been baptized, and lacking such evidence, they shall be baptized prior to being received into membership.

(b) **Procedure for Admission to Membership.**

- (1) **Membership Class.** A person desiring to become a Member shall attend and complete a membership class, unless determined otherwise by the Council for hardship or other unusual circumstances. The curriculum and other aspects of the membership class shall be developed by the Pastoral Staff (defined in XI.1) and approved by the Council, and at a minimum shall include an explanation of the gospel and a study of the Church's Articles of Faith, Standards of the Christian Life, Membership Covenant, and Bylaws.
  - (2) **Application.** After completing the membership class, and unless determined otherwise by the Council for hardship or other unusual circumstances, prospective Members shall prepare a membership application and submit it to the Council. This application shall include, among other things that the Council considers important, a written testimony describing the applicant's faith in Jesus Christ and a declaration of his or her agreement with the Church's Articles of Faith, Standards of the Christian Life, and Membership Covenant.
  - (3) **Examination by Elders.** Each prospective Member shall be interviewed by at least two current or past members of the Council. The interviewing elders, having read the prospective Member's written application, shall orally review the application with the applicant and examine the applicant with regard to his or her faith in Jesus Christ and Christian experience. In so doing, the interviewing elders shall use a standardized interview form that contains questions regarding the applicant's faith in Jesus Christ, understanding of basic theological concepts, and ethical and moral practices. Upon completion of this process, the interviewing elders shall indicate on the applicant's application form whether they recommend the applicant to the Council for membership or for further Biblical instruction. If the applicant is not recommended for membership, he or she may, after receiving further Biblical instruction, reapply for membership.
  - (4) **Publication of Name.** After the applicant has been recommended for membership by the interviewing elders, his or her name shall appear in an official Church publication as a prospective Member for a period of four consecutive weeks. His or her written testimony shall be available in the Church office for review by Members. If a Member has any reason why an individual whose name has been published for admission should not be admitted to membership, he or she should express such concern confidentially in writing to the Council.
  - (5) **Vote by the Council.** Not less than four weeks following the first publication of the applicant's name, the Council shall vote on the recommendation of the interviewing elders. If the vote is affirmative, the applicant shall become a Member and subsequently be publicly received.
- (c) **Recording of Admission to Membership.** The Council shall record in its minutes the names of newly admitted Members and notify the Church office, which shall make a permanent record of Members' admission to membership.

#### **Section 4. Reinstatement of Members**

Individual(s) who have previously been removed from Membership because they (a) moved from the area, (b) transferred their Membership to another church in the area, or (c) transferred their Membership to a church planted by College Church may ask for reinstatement of Membership in the Church.

There are generally four steps for Admission to Membership prior to the Vote by the Council as outlined in II.3(b): (1) Membership Class, (2) Application, (3) Examination by Elders, and (4) Publication of Name. If the individual(s) requesting reinstatement to Membership had been in good standing but were removed less than five years previously, they only need to have their name(s) published as outlined in Section 3(b)(4). If the individual(s) requesting reinstatement to Membership had been in good standing but were removed more than five years previously, they need to complete a new application, be interviewed by two current or past members of the Council and have their name(s) published. Exceptions due to hardship or other unusual circumstances may be granted by the Council.

#### **Section 5. Separation from Membership**

- (a) **Reasons for Separation from Membership.** Members of the Church shall be separated from membership upon their death or upon the action of the Council. The Council shall take action to separate from membership Members who have:
- (1) become regular members of another church (unless such Members are or become Associate Members);
  - (2) moved away from the local area or, for any other reason, absented themselves from the services of the Church for a period of twelve consecutive months (except as may be determined otherwise by the Council);
  - (3) requested that their membership be terminated; or
  - (4) ceased to meet one or more of the qualifications for membership (see II.3(a)).
- (b) **Vote by Council.** Upon notification that a Member is subject to separation, the Council shall vote to separate the Member. If the vote is affirmative, the person shall immediately be separated from membership.
- (c) **Recording of Separation from Membership.** The Council shall record in its minutes the names of Members who have been separated and notify the Church office, which shall make a permanent record of Members' separation from membership. Unless instructed otherwise by the Council, the Church staff shall also publish in an official Church publication (print or electronic) the names of persons who have been separated from membership.

## ARTICLE III. SERVICES AND CONGREGATIONAL MEETINGS

### Section 1. Services

The regular services of corporate worship of the Church shall be held each Sunday and on other days determined by the Council.

### Section 2. Congregational Meetings

- (a) **Classification of Congregational Meetings.** Congregational Meetings are meetings of the Members for the express purpose of conducting Church business. Unless otherwise determined by the Council, all Congregational Meetings shall be held at the Church.
- (1) **The Annual Meeting.** A meeting of the Members shall be held annually and shall be known as the “Annual Meeting.” The date of the Annual Meeting shall be the third Sunday in May. The agenda shall include at least the following:
- (A) approval of the minutes of the previous Annual Meeting and all subsequent Congregational Meetings;
  - (B) opportunity for questions by Members regarding reports in the Annual Report (as defined in Article IV);
  - (C) approval of the annual consolidated church budget (“Church Budget”) for the new fiscal year, including borrowing arrangements for bank lines of credit and loans that may be used from time to time in the normal course of business during the new fiscal year;
  - (D) election of persons from nominees submitted by the Nominating Committee;
  - (E) election of a new Nominating Committee;
  - (F) approval of an independent auditing firm; and
  - (G) opportunity for other business from the Regular Members.
- (2) **Special Meetings.** Meetings of the Members other than the regularly scheduled Annual Meeting are called Special Meetings. Special Meetings may be called by the Council, the Senior Pastor, or any five or more Regular Members who submit their request (including a statement of the purpose of the Special Meeting) to the Council. The Council shall set the date, time, and place for Special Meetings. These meetings shall be held within a reasonable time, not to exceed four weeks, after the Council receives the request for the meetings.
- (b) **Notice.** Reasonable (not less than three weeks for Exceptional Matters, not less than two weeks for all other matters) notice of Congregational Meetings shall be given to the Members by the Council. The notice shall include the date, time, place, and purpose of

the meetings. The notice shall be in writing and also shall be announced verbally at the worship services on the Sunday morning preceding the meeting called.

(c) **Exceptional Matters.** The following matters are “Exceptional Matters”:

- (1) calling or terminating the Senior Pastor;
- (2) calling a member of the Pastoral Staff who is to be employed for more than 20 hours per week and whose employment is expected to last for more than two years;
- (3) amending these Bylaws, the Articles of Faith, Standards of the Christian Life, or Membership Covenant;
- (4) approving or increasing the overall Church Budget;
- (5) approving the acquisition, disposition, or transfer of any interest in real estate;
- (6) approving the borrowing of money in excess of or in addition to those arrangements already approved at the preceding Annual Meeting;
- (7) affiliating with any organization or denomination; or
- (8) removing any officer or elected person.

When the Regular Members are to vote on any Exceptional Matters at a Congregational Meeting, the text of the resolution upon which the vote is to be taken shall be included in the notice of the meeting.

- (d) **Quorum.** No business shall be conducted at any Congregational Meeting unless a quorum is present. Absentee ballots shall not be counted in the determination of a quorum. A quorum of five percent (5%) of the Regular Members (determined as of the time notice is first given) shall be required for business to be conducted at a Congregational Meeting. However, a quorum of twenty percent (20%) of the Regular Members (determined as of the time notice is first given) shall be required for the Annual Meeting and for Regular Members to take action on any Exceptional Matters (see III.2(c)).
- (e) **Vote.** A simple majority of the votes cast shall be required to approve a motion, except that a two-thirds majority shall be required to approve any Exceptional Matters (see III.2(c)), including the removal of a member of the Council. However, a simple majority shall be required to terminate the Senior Pastor or remove from office any officer or elected person other than a member of the Council. Votes may be cast in person or by absentee ballot.
- (f) **Chair.** All Congregational Meetings shall be chaired by the Chair of the Council or, in his absence, the Vice-Chair of the Council. If neither is able to serve as chair, the chair shall be designated by the Council.

- (g) **Rules of Procedure.** All Congregational Meetings shall be governed by the parliamentary rules contained in the then current edition of *Robert's Rules of Order* to the extent such rules are known, or made known, to the chair of the meeting and are not in conflict with these Bylaws.
- (h) **Absentee Ballots.** Two weeks before a Congregational Meeting at which the Regular Members will vote on a matter, ballots permitting absent Regular Members to vote on the proposed resolutions shall be provided to Regular Members who request them from the Church office. These absentee ballots shall not be counted in determining the existence of a quorum, and votes by absentee ballot shall not be counted if the motion in question is amended. Absentee votes shall be counted, however, on other resolutions on the ballot that are not amended.

## **ARTICLE IV. ANNUAL REPORT**

### **Section 1. Distribution**

No later than one week before each Annual Meeting, the Council shall make available to the Members a written annual report (the "Annual Report").

### **Section 2. Contents**

The Annual Report shall include the following:

- (a) Minutes of the previous Annual Meeting and all subsequent Congregational Meetings, as prepared by the Recording Secretary;
- (b) Numbers of Regular and Associate Members;
- (c) Lists of the following persons and their positions:
  - (1) Chairs of the Council, boards, and committees (see Articles V, VI, and VII) during the past elective year;
  - (2) Senior Pastor and all other members of the Pastoral Staff (see XI.1); and
  - (3) Persons listed in Article X who have held elective positions during the past elective year.
- (d) Reports on the ministries of the Church during the preceding elective year from the following persons and ministries:
  - (1) Chairs of the Council, boards, and committees;
  - (2) Senior Pastor and all other members of the Pastoral Staff (see XI.1);

- (3) Persons listed in Article X who have held elective positions during the past elective year, excluding the Missions Treasurer and Financial Secretary (whose reports will be represented by the Treasurer's draft financial statement); and
- (4) Representatives of each affiliated organization (such as daughter churches) until officially independent.
- (e) Treasurer's draft financial statement for the previous fiscal year (which shall be subject to subsequent revision by the Treasurer and to audit by the outside auditors of the Church); and
- (f) Proposed Church Budget for the next fiscal year prepared by the Board of Deacons and approved by the Council.

## **ARTICLE V. COUNCIL OF ELDERS**

### **Section 1. Composition**

The Council shall consist of the Senior Pastor and twelve elders, men who are elected by the Regular Members. Three elders shall be elected each year to serve staggered four-year terms. Elders (other than the Senior Pastor) shall not succeed themselves except for current members who are filling unexpired terms of one year or less.

### **Section 2. Organization**

Each year the Council shall elect its own chair, vice-chair (to assist the chair and serve in the absence of the chair), and secretary.

### **Section 3. Qualifications**

Men who are Regular Members and who meet the qualifications given in I Timothy 3:1-7 and Titus 1:5-9 are eligible to serve on the Council.

### **Section 4. Meetings**

The Council shall hold regular and special meetings at such times and places as it determines and shall prepare and maintain minutes of its regular meetings, copies of which shall be retained in the Church office where they shall be available to the Members. Its meetings shall be governed by the parliamentary rules applicable to boards and committees stated in the then current edition of *Robert's Rules of Order*.

### **Section 5. Responsibilities**

- (a) **General Oversight.** The Council shall be responsible for the general oversight of the Church and for implementing and preserving the stated purpose of the Church (see I.2).

- (b) **Ministries.** The Council, together with the Pastors, shall be responsible for ministering to the Members. These ministries include shepherding, governing, leading, preaching, teaching, disciplining, helping, and praying for healing. (See Acts 20:17, 28, 35; 1 Cor. 5:1, 7, 13; Eph. 4:11-12; I Th. 5:12; 1 Tim. 3:5; 5:17; Heb. 13:17; Jas. 5:14-15; I Pet. 5:2). Among its other responsibilities, the Council shall represent the congregation as advisors to the Pastoral Staff and in planning for the various spiritual ministries of the church.
- (c) **Pastoral Staff.** The Council shall oversee the Pastoral Staff of the Church. Pursuant to XI.3(d), the Council shall be responsible for reviewing and recommending for approval by the Regular Members all members of the Pastoral Staff who are to be employed for more than 20 hours per week and whose employment is expected to last for more than two years. The Council shall be responsible for reviewing and approving all other members of the Pastoral Staff.
- (d) **Boards and Committees.** The Boards of Deacons, Deaconesses, and Missions shall be responsible to, and report directly to, the Council. The Nominating, Music, Evangelism and Culture Impact, Discipleship, and Service and Engagement Committees and any special committee created by the Council shall report to the Council.
- (e) **Ordinances.** The Council shall oversee the ordinances of Baptism and the Lord's Supper.
- (f) **Pew Bibles.** The Council shall be responsible for reviewing and approving the translation of Scripture made available in the Church's sanctuary.
- (g) **Ministerial Candidates and Ordination.** The Council shall be responsible for the care of ministerial candidates and ordination to the gospel ministry.
- (h) **Church Membership.** Pursuant to II.3, the Council shall be responsible for approving applicants for Church membership. Pursuant to II.4, the Council shall be responsible to determine which Members shall be separated from membership. In the event the Council shall separate a person from membership who is also an officer or elected person under these Bylaws, that person's office or position shall be declared vacant because he or she is no longer qualified to serve.
- (i) **Church Records.** The Council shall be responsible for ensuring that the Church office maintains separate rolls of Regular Members, Associate Members, and Members-On-Leave, with complete and accurate records of all admissions and separations of Members, including the deceased, as well as all baptisms and ordinations.
- (j) **Elders' Budget.** The Council shall be responsible for preparing an annual elders' budget which it shall present to the Deacons for inclusion in the Church Budget. After its approval by the Members, the Council shall be responsible for administering its budget.
- (k) **Church Budget.** The Council shall be responsible for reviewing and approving the final draft of the Church Budget as submitted to it by the Board of Deacons. The Council will recommend the final draft of the Church Budget to the Regular Members for their approval.

## ARTICLE VI. BOARDS

### Section 1. Church Boards

The Church shall have three Boards: the Board of Deacons, the Board of Deaconesses, and the Board of Missions.

- (a) **Organization.** One third of the elected members of each board shall be elected each year to serve staggered three-year terms. Elected members of all Boards shall not succeed themselves except for current members who are filling unexpired terms of one year or less. Each year, each board (except the Board of Missions) shall elect its own chair, and each board shall elect its own vice-chair (to assist the chair and to serve in his or her absence) and a secretary.
- (b) **Meetings.** Each board shall hold regular and special meetings at such times and places as it determines and shall prepare and maintain minutes of its meetings, copies of which shall be retained in the Church office where they shall be available to the Members. Meetings of each board shall be governed by the parliamentary rules applicable to boards and committees stated in the then current edition of *Robert's Rules of Order*.
- (c) **Policies, Procedures, Programs.** Each board shall develop its own written policies and guidelines for procedures and shall administer its own policies, procedures, and programs, subject to review by the Council. Board policies shall be available to the Members through the Church office.
- (d) **Relationship with Pastoral Staff.** Each Board shall exercise due care to seek and heed the advice and guidance from the members of the Pastoral Staff working within that Board's area(s) of responsibility and shall support them in carrying out the duties with which they are charged. To the extent that the allocation of responsibilities between the Boards and the Pastoral Staff is not defined in these Bylaws, the Council shall have the authority to allocate those responsibilities.
- (e) **Reporting Relationship.** Each board shall be responsible to, and report directly to, the Council. The method of reporting shall be left to the discretion of the Council.

### Section 2. Board of Deacons

- (a) **Composition.** The Board of Deacons shall consist of:
  - (1) twelve elected men ("Deacons");
  - (2) the Treasurer, serving *ex officio* with vote (see X.16);
  - (3) a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council, serving without vote (see XI.3(b)); and

(4) an elder designated as liaison by the Council, serving without vote.

(b) **Qualifications of Elected Deacons.** Men who are Regular Members and who meet the qualifications given in I Timothy 3:8-13 are eligible to serve as elected Deacons.

(c) **Responsibilities.** The Board of Deacons, working in concert with the appropriate members of the Pastoral Staff, shall oversee the business ministries and certain administrative and mercy ministries of the Church. This Board's responsibilities shall include:

(1) **Business and Administrative Ministries:**

(A) **Policies.** Establishing and overseeing the business and financial policies of the Church;

(B) **Financial Personnel.**

(i) Appointing Assistant Financial Secretaries as needed to assist the Financial Secretary in carrying out his or her responsibilities; and

(ii) Supervising the Treasurer, Financial Secretary, and any Assistant Financial Secretaries in the execution of their respective duties, and ensuring that the Missions Treasurer operates within the policies of the Board of Deacons;

(C) **Offerings.** Supervising the collection of gifts, offerings, and all other income received by the Church, which includes ensuring that (1) a Deacon, the Financial Secretary, or an Assistant Financial Secretary, and (2) at least one other person approved by the Board of Deacons, are present at all times cash is counted, that there are adequate controls, and that there is a regular rotation of counting duties;

(D) **Undesignated Funds.** Supervising the allocation of undesignated funds for the financing of the various ministries of the Church;

(E) **Donations.** Considering for approval donations offered for proposed expenditures beyond the approved Church Budget currently in effect. If so approved by the Board of Deacons, such expenditures shall not constitute an amendment to the Church Budget;

(F) **Board of Deacons Budget.** Preparing an annual Deacons' budget for inclusion in the Church Budget and administering their budget after its approval by the Regular Members;

(G) **Preparation of the Church Budget.** Preparing a draft of the Church Budget from recommendations by the Council, the boards, and the committees. The final draft of this budget shall be submitted to the Council for approval at least one month prior to the end of the fiscal year. After approval by the Council (which shall have the final authority to determine the budget to be presented to the Regular

Members), this proposed Church Budget shall be included in the Annual Report for approval by the Regular Members;

- (H) **Administration of the Church Budget.** Supervising the administration of the Church Budget, including expenditures by the Church, to ensure compliance with the Church Budget;
- (I) **Audit.** Recommending to the Regular Members for approval at the Annual Meeting an independent auditing firm to audit the financial records of the Church for the immediately preceding fiscal year, communicating the auditing firm's report to the Council and Members, and resolving any discrepancies identified by the audit;
- (J) **Property.** Managing all Church real and personal property and approving all related matters and contracts that are not Exceptional Matters;
- (K) **Ushering and Life Safety Team.** Oversee the teams of ushers and life safety personnel for all church services and other functions as needed.
- (L) **Records.** Ensuring that the Church office maintains and preserves the official records of the Church, including (but not limited to) all minutes or other records of meetings of the Members, the Council, and the boards of the Church and other records of historical and legal significance.

(2) **Mercy Ministries:**

- (A) **Financial Counseling.** Making provision for the giving of financial and employment advice;
- (B) **Practical Assistance.** Making provision (in coordination with the Board of Deaconesses) for practical assistance to widows, widowers, single parents, orphans, and others in need (see VI.3(c)(2)); and
- (C) **Benevolence Fund.** Advising and assisting the Board of Deaconesses with the Care and Share (benevolence) fund (see VI.3(c)(1)).

(3) **Other Ministries:**

- (A) **Congregational Participation.** Stimulating the interest of the congregation in meeting practical needs of members of the Church family and in volunteering in and around the Church property; and
- (B) **Assisting the Council.** Assisting the Council in the administration of the Lord's Supper and other ministries as requested by the Council.

### **Section 3. Board of Deaconesses**

- (a) **Composition.** The Board of Deaconesses shall consist of:

- (1) fifteen elected women (“Deaconesses”);
  - (2) a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council, serving without vote (see XI.3(b)); and
  - (3) an elder designated as liaison by the Council, serving without vote.
- (b) **Qualifications.** Women of godly character who are Regular Members and who desire to serve in the helping and mercy ministries of the Church are eligible to serve as elected Deaconesses.
- (c) **Responsibilities.** The Board of Deaconesses, working in concert with the appropriate members of the Pastoral Staff, shall oversee certain service and mercy ministries of the Church. This Board’s responsibilities shall include:
- (1) **Benevolence Fund.** Administering the Care and Share (benevolence) fund (with the advice and assistance of the Deacons);
  - (2) **Practical Assistance.** Making provision (in coordination with the Board of Deacons) for practical assistance to widows, widowers, single parents, orphans, and others in need (see VI.2(c)(2)(B));
  - (3) **Congregational Participation.** Stimulating the interest of the congregation in meeting practical needs of members of the Church family;
  - (4) **Ministry to Sick and Bereaved.** Helping meet the needs of the sick and the bereaved;
  - (5) **Visitation.** Visiting the shut-ins of the Church family;
  - (6) **Encouragement.** Sending notes of encouragement and affirmation to those in the Church family with varying needs;
  - (7) **Assisting the Council.** Assisting the Council in the administration of the ordinances of baptism and the Lord’s Supper, and other ministries as requested by the Council; and
  - (8) **Board of Deaconesses Budget.** Preparing an annual budget which they shall present to the Board of Deacons for approval and inclusion in the Church Budget, and administering their budget after its approval by the Regular Members.

#### **Section 4. Board of Missions**

- (a) **Composition.** The Board of Missions shall consist of:
- (1) the Board of Missions Chair, (see X.13);
  - (2) thirteen elected members;

- (3) the Missions Treasurer (see X.14);
  - (4) the Missions Pastor, serving without vote (see XI.3(b)); and
  - (5) an elder designated as liaison by the Council, serving without vote.
- (b) **Responsibilities.** The Board of Missions, working in concert with the Missions Pastor, shall oversee the missions program of the Church. This Board is responsible to maintain, update, and follow the precepts and procedures specified in the Board of Missions Policy Handbook. This Board's responsibilities shall include:
- (1) **Missions Program.** Administering and coordinating the missions program of the Church;
  - (2) **Congregational Participation.** Stimulating the general interest and personal participation of the congregation in the missions program of the Church, including both home and foreign missions;
  - (3) **Missions Prayer Fellowship.** Overseeing the Missions Prayer Fellowship;
  - (4) **Missionary Approval.** Approving or removing missionaries, mission agencies, and mission ministries for Church sponsorship, support, and prayer. These actions shall be reported regularly to the Council; and
  - (5) **Board of Missions Budget.** Preparing an annual budget, which it shall present to the Board of Deacons for approval and inclusion in the Church Budget and administering its budget after its approval by the Regular Members. This budget shall include detailed recommendations for the support (or withdrawal of support) of missionaries, mission agencies, and mission ministries.

## ARTICLE VII. COMMITTEES

The Church shall have seven standing committees: the Nominating Committee, the Evangelism and Culture Impact Committee, the Music Committee, the Hospitality Committee, the Discipleship Committee, and the Service and Engagement Committee. Standing committees, with the exception of the Nominating Committee, are primarily responsible for assisting the Pastoral Staff in the ministry area in which the committee works. The Church may also have special committees created by the Council to deal with specific matters of Church life. Each committee shall hold meetings as required to fulfill its responsibilities at such times and places as it determines, shall establish its own rules and/or guidelines for the conduct of its meetings and business, and shall report to the Council (except that the Hospitality Committee shall report to a member of the Pastoral Staff as determined by the Senior Pastor). The method of reporting shall be left to the discretion of the Council.

### Section 1. Nominating Committee

- (a) **Composition.** The Nominating Committee shall consist of seven members:

- (1) the Senior Pastor or a pastor whom he designates, who shall serve *ex officio* without vote;
  - (2) two elders who shall be appointed by the Council for staggered two year terms; and
  - (3) four Regular Members, three of whom shall be women and one of whom shall be a man, who shall be elected by the Members at the Annual Meeting to serve one-year terms. Elected committee members may succeed themselves.
- (b) **Qualifications.** Regular Members who have been active participants in the life of the Church for at least the three most recent years, who affirm their agreement with the Church's Articles of Faith and Standards of the Christian Life, and who have a desire to serve in a seasonally demanding role, are eligible to serve as elected members of the Nominating Committee.
- (c) **Organization.** The Nominating Committee shall elect its own chair. The Senior Pastor (or his designee) may not serve as chair.
- (d) **Election.**
- (1) **Determination of Candidates.** Nominations of qualified persons as candidates for election to the Nominating Committee may be submitted by any Regular Member to the Nominating Committee during the period beginning four weeks prior to the Annual Meeting and ending two weeks prior to the Annual Meeting. Notice of this nomination period must be given to the Members at least one week before the commencement of the nomination period. The Regular Member making the nomination must receive the consent of the nominee before submitting the nomination. These nominations must be submitted in writing and must include the name of the Regular Member submitting the nomination. No Member may nominate himself or herself. The Nominating Committee will contact all qualified nominees to describe the responsibilities of the Nominating Committee and to confirm the nominee's consent to the nomination and willingness to serve on the Nominating Committee.
  - (2) **Publication of Candidates.** At least one week prior to the Annual Meeting, the Nominating Committee shall publish to the Members a list of all consenting candidates eligible for election to the Nominating Committee, which list shall include at least six women and three men and shall provide the name of the Regular Member nominating the respective candidate and relevant information about each of the candidates.
  - (3) **Voting.** Voting for election to the Nominating Committee shall be by written ballot, which shall direct Regular Members to vote for three women and one man. The three women and one man receiving the greatest number of votes shall be elected to serve on the Nominating Committee for the Elective Year beginning at the end of that Annual Meeting.

(4) **Vacancies.** In the event of a vacancy of an elected member on the Nominating Committee, that position shall be filled by the candidate receiving the next highest number of votes cast at the preceding Annual Meeting for the appropriate category.

(e) **Responsibilities.**

(1) **Selecting Nominees.** The Nominating Committee shall be responsible for preparing a list of nominees for all positions scheduled for election at the Annual Meeting. The Nominating Committee shall solicit recommendations for these positions from the Members, the Council, the Boards and Committees, and the Pastoral Staff, but the Nominating Committee shall have the final responsibility for selecting a list of nominees. This shall include exercising all reasonable care in determining the integrity of the candidates and their suitability for the respective position and obtaining their affirmation of the Church's Articles of Faith, Standards of the Christian Life, and Membership Covenant.

(2) **Publication of Names.** The list of candidates from the Nominating Committee shall be made available to the Members at least four weeks before the Annual Meeting.

(3) **Vacancies.** The Nominating Committee shall submit to the Council of Elders, for election by the Council, nominees to fill any vacancies that occur between Annual Meetings in any elective positions other than on the Council itself or the Nominating Committee. The Nominating Committee shall submit to the Regular Members, for election at any Congregational Meeting, nominees to fill vacancies that occur between Annual Meetings on the Council of Elders. Vacancies on the Nominating Committee shall be filled according to the procedures prescribed in Article VII, Section 1(d)(4) of the By-Laws. The Members must be advised of the nominees at least two weeks before the respective Congregational Meeting or meeting of the Council.

## **Section 2. Evangelism and Culture Impact Committee**

(a) **Composition.** The Evangelism and Culture Impact Committee shall consist of nine elected Regular Members and a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council (see XI.3(b)). The Pastoral Staff designee shall serve without vote. Each year, three Regular Members shall be elected to serve three-year terms. Members may not succeed themselves more than once, unless filling an unexpired term of one year or less.

(b) **Organization.** The Evangelism and Culture Impact Committee shall elect its own chair annually. It may enlist the services of other Members to assist it in carrying out its duties.

(c) **Responsibilities.** The Evangelism and Culture Impact Committee shall assist the Pastoral Staff designee in planning and implementing the evangelistic ministries of the Church. This shall include educating the congregation with regard to its responsibilities for personal evangelism, equipping of individuals to effectively share the gospel, and sponsoring evangelistic services and events and other evangelistic ministries. This shall also include educating the congregation about cultural issues on the local, state, and

national levels, with particular emphasis on the moral and spiritual implications of these issues, encouraging and providing opportunities for congregational involvement in cultural impact ministries, and sponsoring related events.

### **Section 3. Music Committee**

- (a) **Composition.** The Music Committee shall consist of six elected Regular Members and a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council (see XI.3(b)). The Pastoral Staff designee shall serve without vote. Each year, two Regular Members shall be elected to serve three-year terms. Members may not succeed themselves more than once, unless filling an unexpired term of one year or less.
- (b) **Organization.** The Music Committee shall elect its own chair annually. It may enlist the services of other Members to assist it in carrying out its duties.
- (c) **Responsibilities.** The Music Committee shall assist the Pastoral Staff designee in planning and implementing the music ministries and music education of the Church, and sponsoring music events.

### **Section 4. Hospitality Committee**

- (a) **Composition.** The Hospitality Committee shall consist of twelve elected Regular Members and a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council (see XI.3(b)). The Pastoral Staff designee shall serve without vote. Each year, six Regular Members shall be elected to serve two-year terms. Members may succeed themselves.
- (b) **Organization.** The Hospitality Committee shall elect its own chair annually. It may enlist the services of other Members to assist it in carrying out its duties.
- (c) **Responsibilities.** The Hospitality Committee shall assist the Pastoral Staff designee in coordinating activities to enhance the hospitality of the Church for approved general Church functions.

### **Section 5. Discipleship Committee**

- (a) **Composition:** The Discipleship Committee shall consist of three elected Regular Members and a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council (see XI.3(b)). The Pastoral Staff designee shall serve without vote. Each year, one Regular Member shall be elected to serve a three-year term. Members may succeed themselves.
- (b) **Organization:** The Discipleship Committee shall elect its own chair annually. It may enlist the services of other Members to assist it in carrying out its duties.
- (c) **Responsibilities:** The Discipleship Committee will work with the Service and Engagement Committee to develop and implement a biblical view of serving in the local church. The committee will assist the Pastoral Staff designee in planning, implementing, and growing the adult discipleship ministries of the Church. This shall include identifying

and training leaders for Small Groups and Adult Communities, and developing discipleship pathways for Members of the Church through various approaches to Christian education and spiritual transformation.

## **Section 6. Service and Engagement Committee**

- (a) **Composition:** The Service and Engagement Committee shall consist of six elected Regular Members and a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council (see XI.3(b)). The Pastoral Staff designee shall serve without vote. Each year, two Regular Members shall be elected to serve a three-year term. Members may succeed themselves.
- (b) **Organization:** The Service and Engagement Committee shall elect its own chair annually. It may enlist the services of other Members to assist it in carrying out its duties.
- (c) **Responsibilities:** The Service and Engagement Committee shall work with the Discipleship Committee to develop and implement a biblical view of serving in the local church. The committee will foster a culture of service by engaging newcomers, Members, and regular attenders, helping them to find a place where their gifts and availability can be used to build the body of Christ. The committee will assist the Pastoral Staff in recruitment and retention of ministry partners through planning, organizing, and executing recruitment events and follow-up throughout the year. The committee will identify service trends and service gaps and recommend solutions.

## **Section 7. Special Committees**

Special Committees may be created by the Council to deal with specific matters of Church life. The initial composition of these committees shall be determined by the Council and approved by the Regular Members. All members of Special Committees shall be Regular Members. Individuals to fill vacancies occurring in a Special Committee or an increase in the number of individuals on a Special Committee may be named by the Council of Elders upon recommendation by the Chair of the Committee. The existence of any such committee shall terminate when its mandate is fulfilled, or the Council determines that there is no further need for it.

# **ARTICLE VIII. OFFICERS**

## **Section 1. Definition**

The Chair of the Council, the Vice-Chair of the Council, the Chair of the Board of Deacons, and the Treasurer shall be the officers of the Church. For legal purposes, the Chair of the Council shall be designated President, the Vice-Chair of the Council and the Chair of the Board of Deacons shall be designated Vice Presidents, and the Treasurer shall be designated Secretary/Treasurer.

## **Section 2. Authority**

The signatures of at least two of these officers shall be required to obligate the Church to any financial institution for the borrowing of money or the payment of fees, or in transactions involving an Exceptional Matter. One of these signatories shall be the Treasurer or the Chair of the Board of Deacons. The authority to bind the Church to any other obligation shall be determined pursuant to policies established by the Board of Deacons.

## **Section 3. Duties**

- (a) **President.** The President shall be the principal officer of the Church, and, subject to the control of the Council, he may sign, with any other officer of the Church authorized by these Bylaws, such documents and deeds of the Church as necessary or appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Council or the Board of Deacons has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, by the Board of Deacons, or by these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of President and such other duties as may be assigned to him by the Council from time to time.
- (b) **Vice President(s).** During the absence or disability of the President, a Vice President shall exercise all of the functions of the President. He shall have such powers and discharge such duties as may be assigned to him from time to time by the Council or these Bylaws.
- (c) **Secretary/Treasurer.** The Secretary/Treasurer shall
  - (1) monitor the financial records of the Church;
  - (2) keep regular books of account and make them available for inspection at all times to the Council;
  - (3) render to the Council, from time to time as may be required of him or her, an account of the financial condition of the Church; and
  - (4) in general, discharge all duties incident to the office of Secretary/Treasurer, and such other duties as may be assigned to him or her by the President or by the Council.  
When binding obligations are executed, he or she shall vouch for the authenticity of a resolution or approval of the Church.

## **ARTICLE IX. REMOVAL OF OFFICERS AND ELECTED PERSONS**

Any officer or elected person may be removed involuntarily, with cause, at any time by the vote of the Regular Members at a Congregational Meeting. Such action is deemed an Exceptional Matter according to III.2(c)(8) and requires a quorum of twenty percent (20%), but, except with

respect to the removal of a member of the Council, only a simple majority vote to approve (see III.2(d) and (e)).

## **ARTICLE X. OTHER ELECTIVE POSITIONS**

In addition to the members of boards and committees and the officers of the Church, a number of persons, each of whom shall be a Regular Member, shall be elected by the Regular Members to fill other positions of responsibility within the Church. These persons shall be elected at the Annual Meeting of the church for two-year terms, unless otherwise specified herein. If a member should serve for two consecutive terms in the same office, he or she shall not normally be eligible for re-election to that office for at least one year. Exception to this rule shall be made only upon the unanimous recommendation of the Nominating Committee. These persons shall not be paid by the Church in fulfilling their responsibilities.

### **Section 1. Preschool Bible School Superintendent**

The Preschool Bible School Superintendent shall be responsible for the organization, administration, and supervision of the Bible school program for preschool children. The Preschool Bible School Superintendent's term of office shall be staggered with the Elementary Bible School Superintendent's term of office. The Preschool Bible School Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

### **Section 2. Elementary Bible School Superintendent**

The Elementary Bible School Superintendent shall be responsible for the organization, administration, and supervision of the Bible school program for elementary school children. The Elementary Bible School Superintendent's term of office shall be staggered with the Preschool Bible School Superintendent's term of office. The Elementary Bible School Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

### **Section 3. Preschool Children's Church Superintendents**

Two Preschool Children's Church Superintendents shall be responsible for the organization, administration, and supervision of the various programs of Children's Church for preschool children. These superintendents shall be elected to staggered terms. The Preschool Children's Church Superintendents shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

### **Section 4. Elementary Children's Church Superintendent**

The Elementary Children's Church Superintendent shall be responsible for the organization, administration, and supervision of the Children's Church program for elementary school children. The Elementary Children's Church Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 5. Disabilities Superintendents**

Two Disabilities Superintendents shall be responsible for the organization, administration, coordination, and supervision of the Sunday morning disabilities ministry classes and shall work in cooperation with the persons responsible for other disabilities ministries. These superintendents shall be elected to staggered terms. The Disabilities Superintendents shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 6. Nursery Superintendent**

The Nursery Superintendent shall be responsible for the organization, administration, and supervision of Sunday morning and evening Nursery. The Nursery Superintendent's term of office shall be staggered with the Midweek Morning Superintendent's term of office. The Nursery Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 7. Midweek Morning Superintendent**

The Midweek Morning Superintendent shall be responsible for the organization, administration, and supervision of the children's ministry on midweek mornings. Working with the leadership of Women's Bible Study, this superintendent shall be responsible for mobilizing, training, and supervising assistants as necessary to carry out these responsibilities. The Midweek Morning Superintendent's term of office shall be staggered with the Nursery Superintendent's term of office. The Midweek Morning Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 8. Midweek Evening Girls Superintendent**

The Midweek Evening Girls Superintendent shall be a woman and be responsible for the organization, administration, and supervision of the midweek evening girls' ministry. The Midweek Evening Girls Superintendent's term of office shall be staggered with the Midweek Evening Boys Superintendent's term of office. The Midweek Evening Girls Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 9. Midweek Evening Boys Superintendent**

The Midweek Evening Boys Superintendent shall be a man and shall be responsible for the organization, administration, and supervision of the midweek evening boys' ministry. The Midweek Evening Boys Superintendent's term of office shall be staggered with the Midweek Evening Girls Superintendent's term of office. The Midweek Evening Boys Superintendent shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 10. Librarian**

The Librarian shall be responsible for the organization, administration, and supervision of the Church library. The Librarian shall report to a member of the Pastoral Staff as determined by the Senior Pastor, subject to approval by the Council.

## **Section 11. Board of Missions Chair**

The Board of Missions Chair shall be an *ex officio* voting member of the Board of Missions. This Chair shall be elected to a three-year term of office and may succeed himself or herself once.

## **Section 12. Missions Treasurer**

The Missions Treasurer shall be an *ex officio* voting member of the Board of Missions. The Missions Treasurer shall be responsible for ensuring that all financial transactions relating to the missions portion of the Church Budget, including all regular and special disbursements which the Board of Missions authorizes, are carried out in compliance with the policies of the Board of Missions and the Board of Deacons. The Missions Treasurer's term of office shall be staggered with the Treasurer's term of office. The Missions Treasurer shall report to the Board of Missions.

## **Section 13. Financial Secretary**

The Financial Secretary shall act as coordinator in the counting of collections and offerings (see VI.2(c)(1)(C)). The Financial Secretary shall see that the count is recorded on a summary sheet and that copies signed by at least two of the people counting the money are provided to the appropriate persons, and he or she shall deposit funds belonging to the Church in such bank accounts as the Board of Deacons shall direct. The Financial Secretary shall provide each contributor with an annual report of his or her contribution. The Financial Secretary's term of office shall be staggered with the Treasurer's term of office. The Financial Secretary shall report to the Board of Deacons.

## **Section 14. Treasurer**

The Treasurer shall be an *ex officio* voting member of the Board of Deacons as well as an officer of the Church. The Treasurer shall supervise the recording and management of all monies received and disbursed as authorized by the Church Budget, the Board of Deacons, or by special action of the Regular Members. The Treasurer shall monitor and report the financial status of the Church by preparing for the Council and the Board of Deacons monthly financial reports of all Church funds, and by preparing the financial section of the Annual Report. The Treasurer shall work with a member of the Pastoral Staff designated by the Senior Pastor, subject to approval by the Council. The Treasurer's term of office shall be staggered with the Financial Secretary's term of office and the Missions Treasurer's term of office. The Treasurer shall report to the Board of Deacons.

## **Section 15. Recording Secretary**

The Recording Secretary shall record, or cause to be recorded, the minutes of the proceedings which take place at all Congregational Meetings and shall perform such other duties as assigned

to him or her by the Regular Members at those meetings. The Recording Secretary shall be responsible for presenting to the Members (either by reading or having printed and distributed) for approval the minutes of previous meetings. In the absence of the Recording Secretary, the chair of the respective Congregational Meeting shall appoint a person to act as secretary of that meeting. The Recording Secretary shall report to the Council.

## ARTICLE XI. PASTORAL STAFF

### Section 1. Definition of Pastoral Staff.

The “Pastoral Staff” shall consist of the Senior Pastor, all pastors and ministry directors, and appropriate others whom the Senior Pastor designates, subject to approval by the Council, who have subscribed without reservation to the Articles of Faith, the Standards of the Christian Life, and the Membership Covenant of the Church.

### Section 2. Senior Pastor

- (a) **Qualifications.** The Senior Pastor shall be a properly ordained man who meets the biblical qualifications for his office as set forth in I Timothy 3:1-7 and Titus 1:5-9. He shall subscribe without reservation to the Articles of Faith, the Standards of the Christian Life, and the Membership Covenant of the Church.
- (b) **Responsibilities.** The Senior Pastor, together with the Council, shall be responsible for the conduct of the pulpit ministry, the administration of the ordinances, the leadership of the Pastoral Staff, and other duties outlined in his job description. He shall be an *ex officio* member of the Council with vote and an *ex officio* member without vote of all boards and committees of the Church, except that he shall not serve on a pastoral search committee (see XI.2(d)). He shall be responsible to and report to the Council.
- (c) **Church Membership.** The Senior Pastor and his wife shall automatically become Regular Members of the Church upon the Senior Pastor’s installation.
- (d) **Selection.** After formal notice is received by the Council that the position of Senior Pastor is or will become vacant, a Pastoral Search Committee shall be formed. The Pastoral Search Committee shall be comprised of four members of the Council elected by the Council, one elected member of each Board elected by the respective Board, and four Regular Members nominated and elected by the Regular Members according to the procedures used to elect members of the Nominating Committee (see VII.1(d)). There shall be a quorum of 20% at the Congregational Meeting at which the Regular Members are elected to the Pastoral Search Committee. No two members of the same immediate family shall serve on the same Pastoral Search Committee, and no member of the Pastoral Staff, or his or her spouse, shall serve on any Pastoral Search Committee. Each member of the Pastoral Search Committee shall serve for the duration of that Pastoral Search Committee, even if he or she no longer serves on the Council or a Board. Vacancies on the Pastoral Search Committee shall be filled using the procedures followed to select the initial members of the Pastoral Search Committee. After approval by the

Regular Members, the Pastoral Search Committee shall elect its own chair and take the necessary steps to recommend a candidate for the Senior Pastor position. It shall carefully examine the candidate's doctrine, personal character, and pastoral experience. When three-fourths of the Committee concurs that a candidate should be recommended to the Members, that candidate's name shall be presented to the Council for approval by a three-fourths majority. Subsequent to the Council's approval, the candidate's name shall be presented by the Council to the Regular Members for approval as an Exceptional Matter. Only one candidate at a time shall be presented for the approval of the Regular Members.

- (e) **Termination.** The employment of the Senior Pastor can be terminated by a vote of the Regular Members. Such action is deemed an Exceptional Matter according to III.2(c)(1), and requires a quorum of twenty percent (20%), but only a simple majority vote to approve (see III.2(d) and (e)). Severance pay, if any, will be determined by the Council.

### **Section 3. Other Pastoral Staff**

- (a) **Responsibilities.** Pastors and ministry directors shall perform such duties as are described in their job descriptions, as amended from time to time and approved by the Council. Any substantial change in the position of a pastor or ministry director shall be approved by the Regular Members. Pastors and ministry directors shall be responsible to and report directly or indirectly to the Senior Pastor, subject to the oversight of the Council. Each member of the Pastoral Staff shall also work in concert with the Board responsible for his or her area of ministry and within the various Board policies. He or she shall exercise due care to seek and heed the advice and guidance from that Board and support it in carrying out the duties with which it is charged.
- (b) **Members of Boards and Standing Committees.** A Pastoral Staff member designated to serve on a board or standing committee shall serve without vote.
- (c) **Church Membership.** Upon commencement of employment, each pastor and ministry director shall automatically become a Member of the Church.
- (d) **Selection of Pastoral Staff.** The Senior Pastor shall recommend to the Council for its approval those of his choice to serve as members of the Pastoral Staff. Persons recommended for such positions, together with their proposed titles, duties, and responsibilities, shall be presented by the Council to the Regular Members for approval if they are to be employed for, or if their employment is to be increased to, more than 20 hours per week and if their employment is expected to last more than two years.
- (e) **Termination.** The employment of any pastor or ministry director, other than the Senior Pastor, can be terminated at any time for any reason with the prior approval of the Council. Such termination may include the request or suggestion by a superior that a pastor or ministry director should resign, and such a request or suggestion shall be made only with the prior approval of the Council. Communication of any termination shall be made to the Members. Severance pay, if any, will be determined by the Council. Upon

termination of employment, the Council of Elders shall determine whether the pastor or ministry director shall continue as a Regular Member or be removed from Membership.

## **ARTICLE XII. ORDINATION**

College Church in Wheaton recognizes the right of the local church to ordain men to the gospel ministry. All candidates for ordination by the Church shall affirm their agreement with the Church's Articles of Faith and Standards of the Christian Life. The principles and procedures for ordination by the Church shall be established by the Council.

## **ARTICLE XIII. ORGANIZATIONAL AFFILIATION**

The Church desires to enjoy fellowship with all groups of true believers in Christ while maintaining its organizational independence. Any action to bring about an organizational or denominational affiliation shall be an Exceptional Matter according to III.2(c)(7).

## **ARTICLE XIV. CHURCH STATUS AS AN EXEMPT ORGANIZATION**

### **Section 1. Purpose**

College Church in Wheaton is a tax-exempt organization that is organized under the Illinois Religious Corporations Act. It is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

### **Section 2. Inurement of Income**

No part of the assets or property of the Church, other than the benevolence fund, shall inure to the benefit of, or be distributable to, its Members, or other private persons except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered.

### **Section 3. Legislative or Political Activities**

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Church shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### **Section 4. Operational Limitations**

Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

## **Section 5. Dissolution**

In the event of the dissolution of the Church, the Council shall, after paying or making provisions for the payment of all of the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), as the Council shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

## **ARTICLE XV. INDEMNIFICATION AND INSURANCE**

### **Section 1. Third Party Actions.**

The Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Church) by reason of the fact that he or she is or was an elder, officer, employee, or agent of the Church, or who is or was serving at the request of the Church as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Church or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

### **Section 2. Suits by or in the Right of the Church.**

The Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that such person is or was an elder, officer, employee, or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or

misconduct in the performance of his or her duty to the Church, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### **Section 3. Rights Upon Success.**

To the extent that a present or former elder, officer, employee, or agent of the Church has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article XV, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church.

### **Section 4. Determination of Indemnification.**

Any indemnification under Sections 1 and 2 of this Article XV (unless ordered by a court) shall be made by the Church only as authorized in the specific case, upon a determination that indemnification of the present or former elder, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article XV. Such determination shall be made with respect to a person who is an elder, officer, employee, or agent at the time of the determination: (1) by the majority vote of the elders who are not parties to such action, suit, or proceeding, even though less than a quorum; (2) by a committee of the elders designated by a majority vote of the elders, even though less than a quorum; (3) if there are no such elders, or if the elders so direct, by independent legal counsel in a written opinion; or (4) by the Regular Members.

### **Section 5. Payment of Expenses in Advance.**

Expenses (including attorney's fees) incurred by an elder, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding may be paid by the Church in advance of the final disposition of such action, suit, or proceeding, as authorized by the Council in the specific case, upon receipt of an undertaking by or on behalf of the elder, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Church as authorized in this Article XV. Such expenses (including attorney's fees) incurred by former elders, officers, employees, or agents may be so paid on such terms and conditions, if any, as the Council deems appropriate.

### **Section 6. Non-Exclusivity and Continuity.**

The indemnification provided by this Article XV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Regular Members or disinterested elders, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an elder, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### **Section 7. Insurance.**

The Church shall purchase and maintain insurance on behalf of any person who is or was an elder, officer, employee, or agent of the Church, or who is or was serving at the request of the Church as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify such person against such liability under the provisions of this Article XV.

### **Section 8. Reporting.**

If the Church indemnifies or advances expenses under Sections 1 or 2 of this Article XV to an elder, officer, employee, or agent, the Church shall report the indemnification or advance in writing to the Members with or before the notice of the next Congregational Meeting.

### **Section 9. Definitions.**

For purposes of this Article XV, references to “agent” shall include members of Boards and Committees and all other elective positions of the Church under these Bylaws; references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Church” shall include any service as an elder, officer, employee, or agent of the Church which imposes duties on, or involves services by such elder, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Church” as referred to in this Article XV.

## **ARTICLE XVI. AMENDMENTS**

These Bylaws, as well as the Articles of Faith, the Standards of the Christian Life, and the Membership Covenant, may be amended as necessary. Proposals for such amendments may originate from the Council or from a petition signed by five or more Regular Members. The Council will present these proposals to the Members at a Congregational Meeting (see III.2(a) and III.2(c)(3)).