

**Christ the King Church of Denville,
NJ**

Church Bylaws

May 2010

Version 1

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1 THE CHURCH

1.1 NAME

The name by which this organization shall be known in law shall be Christ the King Church of Denville, New Jersey referred to herein as “the Church.”

1.2 CONSTITUTION

The Constitution of the Church, which is subordinate to the Old and New Testaments of the Bible, consists of the Statement of Faith and other core beliefs and practices of the Church. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Church Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

1.3 ORGANIZATION AND INCORPORATION

The Church was organized as a religious corporation under the laws of the State of New Jersey.

1.4 PURPOSE AND LIMITATIONS

The purposes of the Church are as set forth in the Church Constitution. This Church Bylaws document adds the following purpose and limitations statements:

1. The Church operates exclusively for religious, charitable, and educational purposes within the classification of legal charities. No part of the net earnings of the Church shall inure to the benefit of any private stockholder or individual. No substantial part of the activities of the Church, or any receipt of its funds, shall be used for any other purpose except those purposes mentioned above.
2. The Church handles affairs pertaining to property and other temporal matters as required by the civil authorities.
3. The Church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the Church shall be distributed to any member or officer without full consideration. The Church may not lend money to or guarantee the obligation of a member or officer of the Church. No member or officer of the Church has any vested right, interest, or privilege in or to the assets, property, functions, or activities of the Church. The Church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

1.5 LOCATION OF CHURCH OFFICE

The principal office of the Church shall initially be located at 10 Second Avenue, Denville, NJ 07834.

2 CHURCH MEMBERSHIP

2.1 BECOMING A MEMBER OF THE CHURCH

Anyone at least 18 years old who professes faith in the Lord Jesus Christ, gives evidence of a change of heart, and substantially embraces the commitments of this Church as expressed in the Statement of Faith and Church Vows may be received into Church membership. The Board of Elders shall interview member candidates to determine the above and recommend them for membership accordingly.

Anyone who expresses an interest in becoming a member of this Church shall be provided with the Church's Statement of Faith, Vows, Constitution, and Bylaws.

All members shall commit to substantially live out the affirmations of the Church's Statement of Faith, Vows, and Constitution by God's grace and shall be bound by the Church's Bylaws.

All members shall be entitled to vote on matters brought before the congregation. Voting by proxy shall not be permitted.

2.2 ENDING CHURCH MEMBERSHIP

Any church member may end his or her membership by informing the Board of Elders of his or her intention and reasons.

If a member asks to end membership because of specific problems or disappointments with the Church, the Board of Elders shall attempt to resolve those matters so that the member may remain in the Church and enjoy greater fruitfulness and personal spiritual growth. If the Board of Elders is unable to resolve those matters, it shall offer to help the member locate a church of like faith and practice that can respond more effectively to his or her gifts and needs.

If it appears to the Board of Elders that a member has asked to end membership merely to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded (see Matthew 18:12-20 and Section 12 of these Bylaws).

The Board of Elders may also remove a member from membership when the Board of Elders determines that a member

- persistently, over an extended period of time, and without adequate reason, does not attend the stated services of the Church;
- unites with another church; or
- is removed by excommunication for persistent impenitence (see Section 12 of these Bylaws).

3 CHURCH GOVERNMENT: OVERVIEW

3.1 ELDERS AND DEACONS

The Church shall be governed by Elders and Deacons. The Elders and Deacons shall be called to office by vote of the membership of the Church as provided for in Sections 4, 5, and 6 of these Bylaws. The Elders and Deacons of the Church shall be men who are members of the Church in good standing. Except as provided in Sections 3.2 and 3.3 below, the Board of Elders and the Deacons are the only governing offices created by these Bylaws.

3.2 TREASURER AND FINANCIAL SECRETARY

The Board of Elders shall appoint members of the Church to the positions of Treasurer and Financial Secretary. The functions of Treasurer and Financial Secretary shall not be performed by one member. Section 9 of these Bylaws describes the duties and responsibilities of these positions. However, the Board of Elders may provide the Treasurer and Financial Secretary with a written description of duties and responsibilities that contains additional information beyond what is contained in Section 9.

3.3 COMMITTEES AND APPOINTEES

The Board of Elders has the authority to create committees and positions to which it may delegate any specified aspect of its responsibility. The Board of Elders has the authority to dissolve any committee or position which it created. The Board of Elders also has the authority to appoint Elders, Deacons, or other members of the Church to serve as members of such committees and to act as its agents in such positions.

The Deacons may nominate candidates for any committee or position, with the Board of Elders appointing the candidate. The Board of Elders may delegate to the Deacons the authority to appoint Deacons or other members of the Church to serve as members of such committees and as agents of the Board of Elders in such positions.

Every committee shall have a chairperson, responsible for the overall operation of the committee, who shall be appointed by the Board of Elders. The Board of Elders may delegate the responsibility for selecting the chairperson.

4 VOCATIONAL PASTORS

4.1 DEFINITION

Vocational Pastors have devoted their vocational lives to Christian ministry within the Church. In exchange for this work, the Church supports vocational Pastors financially.

4.2 DUTIES

The Church's call of a vocational Pastor is a call to the office of Elder. Therefore, vocational Pastors shall be members of the Board of Elders and must have all the Biblical qualifications of an Elder. Vocational Pastors shall perform such duties as shall be determined by the Board of Elders.

4.3 CALL TO SERVE

The Church's members shall call and hire vocational Pastors (1) by ballot upon recommendation of the Board of Elders and (2) by at least an eighty percent (80%) majority of those members voting, a quorum being present. Oral notice of any such meeting, stating its object, shall be given from the pulpit on the two successive Sundays preceding the meeting. Notice shall also be given by mail to the membership at least one week before the meeting.

4.4 END OF SERVICE

4.4.1 RESIGNATION

A vocational Pastor may resign his position upon thirty day's prior written notice.

4.4.2 GRIEVANCE

Where a grievance exists against a vocational Pastor, either due to preaching or teaching that is contrary to the beliefs of the Church as set forth in Article III of its Constitution, or due to alleged conduct on his part inconsistent with the Biblical guidelines for an Elder, such grievance may be brought before the Board of Elders by any two Church members consistent with 1 Timothy 5:19.

If the Board, after thorough investigation and consideration, believes the grievance to be true and substantial, then the vocational Pastor may be terminated from his position in the Church at any business meeting upon the recommendation of the Board of Elders when supported by a closed ballot vote of two thirds of the members of the Church present and voting, a quorum being present.

Oral notice of any such meeting, stating its object, shall be given from the pulpit on two successive Sundays preceding the meeting. Notice shall also be given by mail to the membership at least one week before the meeting.

If the Church terminates a vocational Pastor, the Church may consider providing the Pastor with severance pay, but the Church is not obligated to do so.

5 LAY OFFICERS

5.1 DEFINITION

Lay officers are the non-vocational Elders and Deacons of the church.

5.2 DUTIES

Sections 6 and 7 describe the duties of lay Elders and Deacons.

5.3 CALL TO SERVE

The Board of Elders shall recognize, interview, and investigate candidates for lay Elder and Deacon. In no instance shall any individual be considered a nominee for the office without the nominee's consent. Members of the Church may recommend candidates to the Board of Elders for consideration. In those cases where the Board of Elders concludes that a nominee is not Biblically qualified for office, they shall so inform the nominee, stating the reasons for this conclusion.

Once the Board of Elders has determined that a nominee is Biblically qualified, the Elders shall then recommend the candidate to the congregation by mail and by public announcement. The congregation shall have a minimum of two weeks to prayerfully consider the nomination and communicate any concerns to the nominee or to the Board of Elders. If there are no disqualifying concerns, the Church will vote at a meeting called in accordance with Section 10. The calling of a lay Elder or Deacon shall be by at least an eighty percent (80%) majority of those members present and voting, a quorum being present.

5.4 END OF SERVICE

5.4.1 RESIGNATION

A Church Officer may resign his office at any time if he finds he is no longer able to discharge the duties of the office.

5.4.2 GRIEVANCE

Where a grievance exists against a Church Officer either due to the adherence to and propagation of beliefs contrary to the beliefs of the Church as set forth in Article III of its Constitution or to alleged conduct

on his part inconsistent with the Biblical guidelines for an Elder or Deacon, such grievances may be brought before the Board of Elders by any two Church members consistent with 1 Timothy 5:19.

If the Board, after thorough investigation and consideration, believes the grievance to be true and substantial, then the Church Officer may be removed from office upon the recommendation of the Board of Elders when supported by a closed ballot vote of a majority of those members of the Church present and voting at any annual or special meeting with a quorum present.

Oral notice of any such meeting, stating its object, shall be given from the pulpit on two successive Sundays preceding the meeting. Notice shall also be given by mail to the membership at least one week before the meeting.

6 BOARD OF ELDERS

6.1 COMPOSITION AND CALLING

The Board of Elders shall be composed of both lay Elders and vocational Elders (Pastors). Elders shall be called for service as described in Sections 4 and 5 of these Bylaws. The Church shall have several Elders. The number of Elders serving the Church shall be determined by the Church's need for Elders and the availability of male members of the Church who are qualified to be Elders.

6.2 QUALIFICATIONS

Elders and nominees for Elder shall meet the qualifications for the office as specified in the Bible. Relevant texts include 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4.

6.3 RESPONSIBILITIES

The fundamental responsibility of the Elders is to devote themselves to prayer and Biblical teaching (Acts 6:4, 2 Timothy 4:2). The Elders are also responsible for governing the Church.

Specific responsibilities of the Elders shall include:

- teaching the whole counsel of God both formally and informally
- equipping the membership of the Church for Christian ministry
- overseeing, coordinating, and promoting the ministries of the Church
- mobilizing the Church for world missions
- conducting worship services
- administering the ordinances of the Gospel: The Lord's Supper and Baptism
- examining prospective members and acquainting them with the Church's Statement of Faith and Church Vows

- overseeing the process of Church discipline
- examining prospective candidates for office
- providing for the reporting and recording of official Church business
- overseeing the work of the Deacons and appointed Church committees and positions.

6.4 ORGANIZATION

The Board of Elders shall organize itself however it determines to be best to achieve the mission of the Church. The Elders shall be equal in authority but may be specialized in function.

The Elders shall endeavor to meet at least once per month. It should be the goal of every Elder meeting to have not less than two thirds of its members present and to strive for full attendance on any major decision. The Board of Elders shall annually select its Chairman, Vice Chairman, and Recording Secretary from among its members. The act of a majority present at a Board of Elders meeting, when the vote is taken, shall be the act of the Board of Elders.

6.5 THE BOARD OF ELDERS AS CHURCH TRUSTEES

Because the Board of Elders is the Church's governing body, the Board of Elders shall also serve as the Church's Board of Trustees in compliance with applicable New Jersey law. The Board of Elders shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of New Jersey, the Church's Constitution, and these Bylaws.

As the Church's Board of Trustees, the Board of Elders shall manage the business affairs of the Church and have final authority over the use of all Church property. If the Board of Elders shall become less than three men, the remaining members of the Board of Elders shall appoint one or more men from the wider membership of the Church to serve as Trustees until such time as there are again at least three Elders qualified and called in accordance with these Bylaws.

The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. No member of the Board of Elders, acting alone, shall have the power to buy, sell, mortgage, pledge, or in any manner encumber any Church property, unless first authorized to do so at a meeting of the Board of Elders.

6.6 OFFICERS AND APPOINTMENTS

6.6.1 CHAIRMAN

The Chairman of the Board of Elders shall be the principal executive officer (president) of the Church Corporation. The Chairman shall be subject to the control of the Board of Elders, and shall in general supervise and control, in good faith, all of the business and affairs of the Church. The Chairman shall, when present, preside at all meetings of the members and of the Board of Elders, and shall conduct such meetings so as to facilitate free and respectful debate and decision making. The Chairman or Vice Chairman may sign, with the Secretary or any other proper attesting officer of the Church that the Board of Elders has authorized, corporation deeds, mortgages, bonds, contracts, leases, or other instruments authorized by the Board of Elders.

6.6.2 VICE CHAIRMAN

The Vice Chairman of the Board of Elders shall perform, in good faith, the Chairman's duties if the Chairman is absent, dies, is unable, or refuses to act. If the Vice Chairman acts in the absence of the Chairman, the Vice Chairman shall have all of the powers of and be subject to all the restrictions upon the Chairman. If there is no Vice Chairman or the Vice Chairman is unable or refuses to act, then the recording Secretary shall

perform the moderator duties.

6.6.3 SECRETARY OF THE CHURCH

The Board of Elders shall appoint a Secretary of the Church who shall perform the following duties:

- keep a record of the minutes of all Church business meetings and the meetings of the Board of Elders and subscribe the minutes of these meetings and any resolutions adopted
- when requested or required, authenticate any records of the Church
- maintain a database of Church members, including the date of their reception into membership, any subsequent changes to their membership status, and their contact information
- provide that all notices are served in accordance with these Bylaws or as required by law
- be custodian of the Church and corporate records (Certificate of Incorporation, Constitution, Bylaws) and any amendments in effect
- keep the appropriate accounting records
- perform all duties incident to the office of Secretary and any other duties that the Board of Elders may assign to the Secretary.

The Board of Elders may appoint others to assist the Secretary in these matters.

6.6.4 TREASURER AND FINANCIAL SECRETARY

The Board of Elders shall appoint members of the Church to the positions of Treasurer and Financial Secretary. The functions of Treasurer and Financial Secretary shall not be performed by one member. Job descriptions for these positions are included in Section 9 of these Bylaws.

7 BOARD OF DEACONS

7.1 COMPOSITION AND CALLING

The number of Deacons serving the Church shall be determined by the Church's need for Deacons and the availability of male members of the Church who are qualified to be Deacons. Deacons shall be called for service as described in Section 5 of these Bylaws.

7.2 QUALIFICATIONS

Deacons and nominees for Deacon shall be qualified for the office as specified in the Bible. Relevant texts include 1 Timothy 3:8-13 and Acts 6:1-7.

7.3 RESPONSIBILITIES

The Deacons shall advise and be ready to assist the Elders in any service that shall support and promote Christian ministry, new and existing ministries of the Church, and the care of the members of the congregation. Their responsibilities shall include:

- administering a fund to assist the poor and needy and otherwise providing aid in times of crisis or distress
- overseeing the greeting and welcoming ministries of the Church
- assisting in administering the ordinances of the Gospel (such as communion, etc.)
- assisting at fellowship gatherings of the Church
- caring for and maintaining the Church properties
- administering the business affairs of the Church that pertain to its material assets
- overseeing the collection and counting of offerings received during worship services at the conclusion of the worship services. More than one person must be involved in collecting and counting the offerings.

7.4 ORGANIZATION

The Deacons shall organize themselves in a manner that they determine will best achieve the mission of the Church. The Elders or the Deacons may designate any specific Deacon or group of Deacons to specialize in some particular diaconal function. Meetings of the Deacons, or subcommittees thereof, shall be held as needed to best fulfill the responsibilities of the Deacons.

8 CHURCH EMPLOYEES

In addition to hiring and paying vocational Pastors, the Church may hire and pay additional personnel. The monies for such personnel must be approved by the

congregation at a properly called business meeting. The Board of Elders shall be responsible for determining the duties, hiring, and termination of such personnel.

9 CHURCH FINANCES

9.1 GENERAL

No method of raising funds shall be entertained which is in conflict with the Biblical ideals of the Church. All funds donated shall pass through the Church Financial Secretary and the Treasurer in order that due record may be made and credit given to the Church. The Deacons shall provide assistants for the Financial Secretary in accounting for funds donated. Job descriptions for the Treasurer and Financial Secretary are included below.

9.2 RESPONSIBILITIES OF CHURCH TREASURER

The Treasurer of the Church shall have the following responsibilities

- have charge and custody of and be responsible for all funds and securities of the Church
- approve expenses
- authorize or sign checks
- provide oversight of insurance and pension plans
- help the Elders prepare the annual budget.

In addition, the Treasurer will also supervise the following functions which may be performed by an assistant or church secretary:

- organize and pay bills, including payroll
- issue W-2s at the end of the year
- prepare and submit quarterly and annual IRS filings
- manage the checkbook and budget
- submit the books and records to a Certified Public Accountant or other accountant as directed by the Board of Elders
- organize insurance and pension documentation
- perform all duties incident to the office of Treasurer and any other duties that the Board of Elders may assign to the Treasurer.

If required by the Board of Elders, the Treasurer shall give a bond for the faithful performance of the Treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the sureties that the Board of Elders shall determine.

9.3 RESPONSIBILITIES OF THE CHURCH FINANCIAL SECRETARY

The Financial Secretary of the Church shall have the following responsibilities:

- receive the funds that come into the Church treasury
- keep a record of these funds
- ensure the money is deposited in a Church bank account within five (5) business days after receipt
- forward information about the deposit to the Church Treasurer so that it may be used to support the ministry of the Church
- produce charitable gift receipt summaries of all donations received during a calendar year and mail charitable gift receipts to all donors by January 31 of the next year
- perform all duties incident to the office of Financial Secretary and any other duties that the Board of Elders may assign to the Financial Secretary.

9.4 RESPONSIBILITIES OF THE DEACONS

The Deacons shall oversee the collection of offerings. Offerings shall be counted by at least two authorized persons at the end of the Church service where they are collected. Both parties shall verify the amount of the collection and attest to the amount with their signatures. The offering shall then be forwarded to the Financial Secretary.

9.5 CONTRIBUTIONS

It is understood that membership in this Church involves the obligation to financially support the Church and its mission with regular and proportionate giving. Each member shall be encouraged in Biblical giving, with tithing as the ideal minimum. Special offerings may be given with the approval of the Board of Elders.

9.6 FINANCIAL PLANNING

The financial vision and budget of the Church shall be set forth by the leadership of the Church and affirmed by the congregation during the annual budget meeting. Matters involving compensation of paid members of the Church staff shall be the responsibility of the lay members of the Board of Elders. The Board of Elders may delegate this responsibility provided such delegation is to Deacons or other members of the Church who are not paid members of the Church staff.

9.7 FISCAL YEAR

The fiscal year of the Church shall extend from April 1st to March 31st.

9.8 ACCOUNTS

All monies given shall be accounted for by the Financial Secretary and shall be deposited into the Church's general fund. The only exception to this are those offerings designated for benevolence. Should a special need arise, the Elders may approve a designated fund. The Treasurer of the Church shall disburse these funds promptly according to the financial programs of the Church as set forth in the Church budget.

9.9 AUTHORITY TO BIND THE CHURCH

The Chairman and Vice Chairman of the Board of Elders are the only officers who have authority, in accordance with these Bylaws, the Church Constitution, and any applicable laws, to execute legal documents relating to real estate, Church property, and Church finances.

10 MEETINGS

10.1 WORSHIP

Public services shall be held on the Lord's Day. The Lord's Supper shall be regularly celebrated. Other services may be scheduled to promote the vision and well-being of the Church.

10.2 ANNUAL BUSINESS MEETING

The annual business meeting shall be held during the last month of the fiscal year of the Church (March) for the purpose of reviewing the proposed budget and other business.

10.3 SPECIAL MEETINGS

Special meetings of the Church may be called at a date, time, and location to be determined by the Board of Elders whenever they deem it to be in the best interest of the Church. The date, time, and location of all special congregational meetings must be announced at least two (2) Sundays prior to the time set for the meeting, or by letter mailed at least ten days prior to the meeting. Some special meetings may require additional notification intervals or procedures as described in these Bylaws or according to law.

10.4 CONGREGATIONALLY CALLED MEETING

If there is a breach of integrity with regard to the Church's Constitution or these Bylaws, and the Elders refuse to consider the concerns of the Church's membership, a majority of the total Church membership may then make written petition to the Chairman of the Elder Board who must then respond by calling a special meeting to review the concern.

10.5 QUORUM FOR MEETINGS

For the calling of Elders, Vocational Pastors, and Deacons, a quorum shall be defined as twenty-five percent (25%) of the voting members. For all other Church business, a quorum shall be defined as twenty percent (20%) of the voting members. Unless provided otherwise in these Bylaws, a majority vote of those in attendance, a quorum being present, is sufficient to approve any matter presented by the Elders.

1 1 ORGANIZATION OF CHURCH MEMBERS FOR MINISTRY

Members of this Church shall have the liberty to participate in and organize themselves for ministry, provided that such participation and organization does not conflict with Articles II and III of the Church's Constitution. Any such ministry may also seek Church sanction from the Board of Elders as an official ministry of Christ the King Church. Such sanction shall be granted provided that

1. the object, purpose, belief, and conduct of the ministry and its members is consistent with Articles II and III of the Church's Constitution, and
2. the primary officers of the ministry are members of the Church who have been approved under guidelines established by the Board of Elders.

Sanction by the Board of Elders does not necessarily imply support of the ministry by the Church with personnel, finances, or facilities.

1 2 DISCIPLINE

Church discipline shall be carried out in accordance with the Guidelines for Church Discipline developed by the Board of Elders.

1 3 BIBLICAL COUNSELING

All Christians struggle with sin and the effect it has on their lives and their relationships (see Romans 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he or she should seek assistance from other Christians, and especially from the Church's Pastor and Elders, who are responsible for providing pastoral counseling and oversight (see Romans 15:14; Galatians 6:1-2; Colossians 3:16; 2 Timothy 3:16-4:2; Hebrews 10:24-25; 13:17; James 5:16). Therefore, this Church encourages and enjoins its members to make confession to and seek counsel from each other and especially from their Pastors and Elders.

The Bible provides thorough guidance and instruction for faith and life. Therefore, the Church's counseling shall be based on Biblical principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this Church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to follow the methods of such specialists.

Although some members of the Church work in professional fields outside the Church, when serving as pastoral or lay counselors within the Church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical, or other technical questions should seek advice from independent professionals. The Church's pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant Biblical principles.

14 CONFIDENTIALITY

The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matthew 7:12). It also discourages harmful gossip (see Proverbs 16:28; 26:20), invites confession (see Proverbs 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Proverbs 20:19; Romans 15:14). Since these goals are essential to the ministry of the Gospel and the work of this Church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, the Pastors and Elders shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.

Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the Pastors and Elders of this Church believe it is Biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:

- When a Pastor or Elder is uncertain of how to counsel a person about a particular problem and needs to seek advice from other Pastors or Elders in this Church or, if the person attends another church, from the Pastors or Elders of that church (see Proverbs 11:14; 13:10; 15:22; 19:20; 20:18; Matthew 18:15-17);
- When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Proverbs 24:11-12);
- When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matthew 18:15-20 and Bylaw Section 12) or seek the assistance of individuals or agencies outside this Church (see, for example, Romans 13:1-5);
- To report suspected child abuse;
- When otherwise required by law.

The Bible commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the Church (Matthew 18:15-17). Therefore, except as provided in Section 15, a Pastor or Elder may not disclose confidential information to anyone outside this Church without the approval of the Board of Elders or the consent of the person who originally disclosed the information.

The Board of Elders may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (see, for example, 1 Corinthians 6:1-8) and the problem cannot be satisfactorily resolved without the assistance of individuals or agencies outside this Church (see, for example, Romans 13:1-5). This limitation shall apply to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

The Pastors and Elders may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

15 CONFLICT RESOLUTION

15.1 OVERVIEW

This Church is committed to resolving in a Biblical manner all disputes that may arise within the Church. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another (see Matthew 5:9; John 17:20-23; Romans 12:18; and Ephesians 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in the Bible (see Proverbs 19:11; Matthew 5:23-25; 18:15-20; 1 Corinthians 6:1-8; Galatians 6:1).

We believe that these commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the church. Therefore, any and all disputes in this Church shall be resolved according to Biblical principles, as provided in this Bylaw document.

15.2 CONFLICTS BETWEEN CHURCH MEMBERS

When a member of this Church has a conflict with, or is concerned about the behavior of another member, he or she shall attempt to resolve the matter as follows:

1. The offended or concerned person shall prayerfully examine himself or herself and take responsibility for his or her contribution to a problem (Matthew 7:3-5), and he or she shall prayerfully seek to discern whether the offense is so serious that it cannot be overlooked (Proverbs 19:11; see also Proverbs 12:16; 15:18; 17:14; 20:3; Ephesians 4:2; Colossians 3:13; 1 Peter 4:8).
2. If the offense is too serious to overlook, the offended or concerned person shall go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed his or her own wrongdoing (Matthew 18:15).
3. If the offender will not listen and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Matthew 18:16); these other people may be members or officers of the Church, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, the Church shall make every effort to assist the parties in resolving their differences and being reconciled.

15.3 CONFLICTS INVOLVING DOCTRINE OR CHURCH DISCIPLINE

Conflicts involving doctrine or church discipline shall be resolved according to the procedures set forth in Section 12 of these Bylaws.

15.4 CONFLICTS BETWEEN A CHURCH MEMBER AND THE CHURCH

If a dispute arises within the Church or between a Church member and the Church and cannot be resolved through the internal procedures described above, it shall be resolved as follows:

1. The dispute shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the *Rules of Procedure* of the Institute for Christian Conciliation. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction.
2. All mediators and arbitrators shall be in agreement with the Church's Constitution and the Church's basic form of government, unless this requirement is modified or waived by all parties to the dispute. If a dispute involves an attempted revision of the Church's Constitution or the Church's form of government, the mediators and arbitrators shall be in agreement with those documents as they existed prior to the attempted revision.
3. If a dispute submitted to arbitration involves a decision reached by an official judicatory (court or ruling body) of this Church, the arbitrators shall uphold the judicatory's decisions on matters of Church doctrine and Church discipline.

This section covers the Church as a corporate entity and its agents, including its pastors, officers, staff, and volunteers with regard to any actions they may take in their official capacities. This section covers any and all disputes or claims arising from or related to Church membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury.

By joining this Church, all members agree that these methods shall provide the sole remedy for any dispute arising against the Church and its agents, and they waive their right to file any legal action against the Church in a civil court or agency, except to enforce an arbitration decision.

15.5 CHURCH INSURANCE

If a dispute or claim involves an alleged injury or damage to which the Church's insurance applies, and if the Church's insurer refuses to submit to mediation or arbitration as described in this section, either the Church or the member alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim to which the Church's insurance applies.

16 OWNERSHIP AND DISTRIBUTION OF PROPERTY

The Church shall hold, own, and enjoy its own personal and real property, without any

right of reversion to another entity, except as provided in these Bylaws.

16.1 IN CASE OF CHURCH DIVISION

If division occurs in the Church, the Church name and all property rights shall be retained by those adhering to the Certificate of Incorporation of the Church and the Church's Constitution and Bylaws. Should any controversy arise as to which side adheres to the Certificate of Incorporation of the Church and Church's Constitution and Bylaws, then the issue shall be submitted to legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker® Ministries (complete text of the Rules is available at www.Peacemaker.net) or any other comparable independent Christian arbitration board.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. This method of resolving any such controversy shall be the sole remedy for any controversy or claim arising out of such a division and each member of this Church expressly waives his, her, or their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision. If both sides adhere to the Certificate of Incorporation of the Church and the Church's Constitution and Bylaws, then the congregation with the majority of members shall retain the name and property of the Church.

16.2 IN CASE OF DISSOLUTION

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

1. all liabilities and obligations of the Church shall be paid and discharged or adequate provision shall be made therefor;
2. assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to the missions organizations supported by this Church according to the percentage of the overall missions budget they receive and, in the absence of such supported missions organizations, to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Elders, provided that no assets are distributed to any organization governed by a member of the Board of Elders; and
4. any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in harmony with the Constitution of the Church.

17 INDEMNIFICATION

17.1 WHEN INDEMNIFICATION IS REQUIRED, PERMITTED AND PROHIBITED

1. The Board of Elders may choose to indemnify and advance the Church-related expenses of any officer, employee, or agent of the Church.
2. Subject to the provisions of paragraph c. of this section (below), the Church shall indemnify any Elder, Deacon, officer, employee or agent or former Elder, Deacon, officer, employee or agent of the Church against claims, liabilities, expenses, and costs necessarily incurred by him or her in connection with the defense, compromise, or settlement of any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an Elder, Deacon, officer, employee, or agent, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if:

- a. The conduct of the Elder, Deacon, officer, employee, or agent was in good faith;
 - b. The Elder, Deacon, officer, employee or agent reasonably believed that his conduct was in the best interests of the Church, or at least not opposed to its best interests; and
 - c. In the case of any criminal proceeding, the Elder, Deacon, officer, employee, or agent had no reasonable cause to believe that his conduct was unlawful.
3. The Church may not indemnify an Elder, Deacon, officer, employee, or agent in connection with a proceeding brought against him by or in the right of the Church, in which he was adjudged liable to the Church, or where the Elder, Deacon, officer, employee, or agent is charged with receiving an improper personal benefit and he is adjudged liable on that basis, or if convicted of a crime.

17.2 PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS

1. 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 3, below. The Church may make these determinations and decisions by any one of the following procedures:
 - a. Majority vote of a quorum consisting of Elders who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - b. If such a quorum cannot be obtained, by a majority vote of the Board of Elders, consisting solely of two or more Elders who at the time of the vote are not named defendants or respondents in the proceeding.
 - c. Determination by special Christian legal counsel selected by the Board of Elders by vote as provided in paragraphs a. and b. above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Elders.
2. 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 Section 17.2, paragraph 1.c, above, governing the selection of special legal counsel. A provision contained in the Certificate of Incorporation of the Church, the Church Bylaws, or a resolution of members or the Board of Elders that requires the indemnification permitted by Section 17.1 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.
3. 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 Section 17.2, paragraph 1., above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Church's 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.

18 AMENDMENT OF CHURCH BYLAWS

These Bylaws may be amended or repealed only by the affirmative vote of sixty-six percent (66%) of the voting members of the Church present at a duly-called meeting of the Church called for such purposes with a quorum being present. Notice of the proposed change or addition to the Church Bylaws must be given, in writing, at least two weeks before the meeting.

