

BYLAWS

ARTICLE 1: PARTNERSHIP*

At the core, partnership is for those who have fully engaged themselves in the ministry and mission of South Ridge. Partners are asked to move beyond simply attending and enjoying South Ridge's environments; they are asked to share in the work by creating, leading, and funding our environments. While involvement in most activities and many volunteer roles are available to anyone, there are leadership positions that are reserved for those who are fully engaged with South Ridge. Along with establishing the partnership process, these leadership positions are defined, from time to time, by the Lead Pastor, or one(s) he so designates.

**Currently, we do not have official partnership. As a pastor/staff-led, volunteer-driven, and elder-guarded church, our volunteers act as partners. We were encouraged by our legal representatives to add this in our by-laws.*

SECTION 1: QUALIFICATIONS

Partnership is open to those 18 years and older who have:

1. Personally received Christ as their Savior.
2. Been baptized since becoming a believer.
3. Expressed a desire to become committed to South Ridge Church as a local body of believers.
4. Written or described their spiritual journey (testimony).
5. Completed a Partnership Application.
6. Completed and signed a Partnership Covenant that may be renewed regularly.

SECTION 2: DESIGNATION OF PARTNERSHIP

Voting partners will be referred to in these Bylaws as "member" or "voting partner." To properly and accurately reflect the Partnership of the Church, two roles will be maintained:

1. Voting Partners: All partners over age eighteen who regularly attend worship may vote. "Regularly attend" is defined as attending worship services at least twice a month except where health, military deployment or other factors beyond the partner's control prevent attendance. Voting by proxy is not permitted.
2. Inactive Partners: Those partners who have not participated in regular worship for six months are inactive partners. Inactive partners may not vote and will be contacted by the Church to determine the reason for inactivity.

SECTION 3: VOTING RIGHTS OF PARTNERS

Every partner will have the right to vote on the following matters (majority vote required unless otherwise stated):

1. Disposition of all or substantially all of the Church's assets (2/3 vote);
2. Merger or dissolution of the Church (2/3 vote needed);
3. Acquisition of real property and related indebtedness (2/3 vote needed);
4. Call or removal of the Senior Pastor/President (3/4 vote needed); and
5. Amendments to the Articles of Incorporation and Constitution of the Church (by vote indicated in Amendment provisions of the Articles and the Constitution)

SECTION 4: CHURCH DISCIPLINE

It shall be the practice of this Church to pursue every reasonable measure for peace and reconciliation. Should one member sin against another member or the Body of members (the Church), the aggrieved members shall follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14. If they sin against the body either in sinful moral failure or biblical heresy, the Pastors, Elders, and mature Partners are available for counsel and guidance. The purposes of such discipline should be for:

a) The repentance, reconciliation, and spiritual growth of the individual disciplined.

Proverbs 15:5; 29:15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4-5; Hebrews 12:1-11; Psalm 119:115; 141: 5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew 7:26-27; 18:15-17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1-5; 2 Thessalonians 3:6, 14-15; 1 Timothy 1:20; Titus 1:13-14 ; James 1:22

b) The instruction in righteousness and good of other Christians, as an example to them.

Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14 (note- this is written to the whole church, not just to leaders); 1 Timothy 5:20; Titus 1:11; Hebrews 10:24-25

c) The purity of the church as a whole.

1 Corinthians 5:6-7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21: 2

d) The good of our corporate witness to non-Christians.

Proverbs 28:7; Matthew 5:13-16; John 13:35; Acts 5:1-14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10

e) Supremely for the glory of God by reflecting His holy character.

Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5-6; 2 Corinthians 6:14; 7:1; Ephesians 1:4; 5:27; 1 Peter 2: 12

The Church will look to the Board for the effective functioning and discipline of its partners. Partners agree that they will not voluntarily terminate their partnership once discipline procedures have commenced. Only after good faith efforts by the Board to bring about repentance and reconciliation have proven futile, the Board or its designees shall give notice of the unrepentant sins, time and place to address the charges. The discipline can include but not be limited to dismissal, censure, suspension or any other measures that the Board decides that will bring about repentance. If the church member is disciplined by the Board it will be announced to the members to carry out the Biblical admonitions to bring about repentance and restoration of the disciplined member.

SECTION 5: RESTORATION

Partners dismissed by the Pastor(s) and the Board shall be restored to full partnership privileges by the Pastor(s) and the Board according to the spirit of 2 Corinthians 2:7, 8 when their conduct is judged by the Pastor(s) and the Board to be in accordance with the Statement of Faith and Biblical repentance. Pastors will communicate such restoration to the Church in a timely manner.

ARTICLE 2: PARTNERSHIP MEETINGS

SECTION 1: WORSHIP

Worship services will be held on the Lord's Day and on any other day as determined by the Lead Pastor and Elders.

SECTION 2: ANNUAL BUSINESS MEETING

There will be an annual meeting of the partnership to be held at a date as determined by the Board. Public notice of the time and place for the annual meeting will be published for at least two (2) consecutive Sundays preceding the date of the meeting. At the annual meeting, the Board-approved budget and any reports will be presented, candidates for Elder will be presented and elected, and other such business matters as the Board may deem appropriate.

SECTION 3: SPECIAL BUSINESS MEETINGS

Special business meetings of the congregation may be called by the Lead Pastor, the Elders, or at the written request of a majority of the voting partners. Public notice of the time, place, and purpose of the special meeting will be published at least two (2) consecutive Sundays preceding the date of the meeting. No other matters shall be discussed or voted upon at a special meeting unless identified in the notice.

SECTION 4: QUORUM

Twenty (20%) percent of the voting partners present at the start of a duly called meetings will constitute a quorum for the transaction of business. If quorum is not met, then another meeting will be called, with proper notice given. At the second meeting on the same subject(s), quorum is satisfied by the number of voting partners present at the start of the meeting.

SECTION 5: MODERATOR

The Lead Pastor will serve as the Moderator for Church business meetings. If the Senior Pastor is unable or unwilling to serve, the Elders will nominate a Moderator pro tem from among their membership to facilitate the meeting. In conducting its affairs, the latest edition of Robert's Rules of Order will be the parliamentary guide and may be invoked by the Moderator to establish order and/or procedure not specifically covered by these Bylaws.

SECTION 6: MINUTES

Minutes of the annual and special business meetings of the Church will be taken and kept in the records of the Church under the custody of the designated Secretary or Clerk.

ARTICLE 3: BOARD OF ELDERS (SERVING AS BOARD OF DIRECTORS)

SECTION 1: GENERAL POWERS

The corporate powers of the church shall be exercised by or under the authority of the Board of Directors, also referred to in these bylaws as the "Board," the "Directors," or the "Elders." The powers, business and property of the Church shall be exercised, conducted and controlled by the Board for the purposes of overseeing the legal, business, financial and administrative affairs of the Church with consensus agreement. If, in the course of the decision-making processes, the Board cannot unanimously agree, then the decisions will be made by majority vote of the Board members present and voting at that meeting. The Lead Pastor, who shall be recognized as the authority to oversee the spiritual affairs of the Church, will be the tie breaking vote if that case ever arises.

SECTION 2: QUALIFICATION, NUMBER, ELECTION AND TERM

The Board shall consist of the Lead Pastor, the Secretary, the Treasurer, and the Elders. The Treasurer and Secretary will be non-voting members of the Board, unless they are Elders. Elders will be Voting Partners who meet the Scriptural qualifications of an Elder identified in 1 Tim. 3:1-7 and Titus 1:6-9.

The authorized number of Board Members shall be such number as may from time to time be authorized by the Board, provided that such number shall not be less than three (3). No less than fifty (50%) percent of the board shall be laymen from the members and not related to paid staff.

Current Elders and voting partners may recommend individuals for Elder to the Board. The Board will interview potential candidates for determination of the above qualifications and a desire to serve. The Board will elect Elders by majority vote. Upon election, Elders shall serve for a term of three (3) years. There shall be three annual classes of Elders so that approximately one third (1/3) are up for election every year to maintain continuity and make for smooth transitions within the Board. With the exception of the Lead Pastor, no Elder shall serve for more than one term without taking a year off before becoming eligible for reelection.

SECTION 3: SPECIFIC DUTIES AND FUNCTIONS OF BOARD

Without prejudice to the general powers outlined above, and subject to the same limitations, the Board will have the following duties and powers:

- a) To recommend to the members suggested objectives and church goals;
- b) To establish governing principles, policies and determining practices for the Church, including the creation and maintenance of policies and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
- c) To review and coordinate program plans recommended by church officers, organizations, teams and committees;
- d) To recommend to the members the use of leadership, calendar time, and other resources according to priorities to avoid conflicts in the use of church facilities;
- e) To approve the borrowing of money and incurring indebtedness on behalf of the Church and the cause to be executed and delivered for the Church's purpose and in the Church's name, promissory notes, and other evidence of debt and securities;

- f) To evaluate program achievements in terms of church goals and objectives;
- g) To oversee legal, business, financial and administrative affairs of the church;
- h) Other powers and duties assigned by the church membership and needed for the orderly administration of the Church. such as but not limited to the following:
 - 1) Lead the way in modeling evangelism to the members;
 - 2) Guide the church forward in priorities, vision, and philosophy of ministry. This shall include policies for the church;
 - 3) Assist with the observance of the Lord's Supper; and
 - 4) Assist the Lead Pastor in his duties to give spiritual leadership to the Church.

The Board may delegate some of its authorities and duties to individual Elders, pastors, staff members, ministry teams and others as long as the delegation does not breach its fiduciary duties to the Church. The Board may also invite Chairpersons of the teams/committees of the church to be non-voting invitees to Board meeting whenever projects or programs in which their team/committee may be involved are to be considered, for example, preparation of the annual Church calendar.

SECTION 4: VACANCIES ON THE BOARD

A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by nomination and election by majority of the Board for the remainder of the term.

SECTION 5: RESIGNATION AND REMOVAL

Any Board member may at any time deliver a written notice of intent to resign to the Lead Pastor, which shall be effective upon acceptance by the Board. Other than the Lead Pastor whose removal is provided below, any Officer or Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, by a three quarters (3/4) majority of the Board that such individual should no longer serve as an Elder. In the event any Elder is so removed, a new Elder may be elected by majority vote of the Board for the remainder of the term.

SECTION 6: TRANSACTIONS WITH INTERESTED PARTIES

A contract or other transaction between the Church and one or more of its Board Members, Pastors, Officers, or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Board Members, Pastors, or Officers are also Interested Parties, or in which entity is an Interested Party has a financial interest– shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- a) The Church entered into the transaction for its own benefit;
- b) The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
- c) Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and

d) Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board Members, Officers, Pastors, or Partners.

SECTION 7: CONFLICTS OF INTEREST POLICY

Consistent with the above policy in Section 6, the Board shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Officers, or employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church.

SECTION 8: NO COMPENSATION FOR DIRECTORS

No salary or compensation shall be paid to any member of the Board in his capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

ARTICLE 4: BOARD MEETINGS

SECTION 1: PLACE AND TIME OF REGULAR MEETINGS

Regular meetings of the Board will be held on a day and at any place that has been designated by the Board and at any time designated by the Board.

SECTION 2: SPECIAL MEETINGS

Special meetings of the Board may be called by the Senior Pastor or by a majority of the Board members for whatever purpose or purposes at any time. The transactions of any meetings of the Board however called and noticed and wherever held, will be valid as though at a regular meeting.

SECTION 3: NOTICES

Notice of the time and place and in the case of a special meeting the purpose of every meeting of the Board will be in writing and will be duly sent, mailed, or otherwise delivered to each Board Member not less than five (5) days before the meeting; providing that no notice of any regularly scheduled or adjourned meeting need be given.

SECTION 4: QUORUM OF BOARD

One third (1/3) of voting Board Members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the Board shall be deemed to be the act of the Board Members.

SECTION 5: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board Members may be taken without a meeting, if all of the Board Members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Members.

SECTION 6: MANNER OF ACTING

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 7: PARTICIPATION BY CONFERENCE TELEPHONE

Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

SECTION 8: BOARD TERMS

The Board, by majority vote of all Directors in office, may appoint two or more persons from among its number to serve as special Board team, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Board, each Board team may not exercise the authority of the Board.

SECTION 9: MINUTES

Minutes of the meetings of the Board will be recorded and taken by a secretary or clerk who shall have custody thereof and be responsible for circulating copies to the Board members in a timely manner.

ARTICLE 5: CHURCH OFFICERS

SECTION 1: GENERAL

The Officers of the Church will be Senior Pastor/President, Secretary, Treasurer, and such officers that the Board may from time to time deem necessary.

SECTION 2: APPOINTMENT AND TERM

Except for the Lead Pastor/President, candidates for Officer will be appointed by a majority vote of the Board Members for a one-year term without limitation for reelection or until their successor is elected and qualified.

SECTION 3: LEAD PASTOR/PRESIDENT

a) Qualifications. A Lead Pastor/President will meet and continue to adhere to the Scriptural qualifications of an Elder as identified in 1 Tim. 3:1-7 and Titus 1:6-9.

b) General. The Church will have a Lead Pastor (referred to throughout as “Pastor”) and one or more Associate Pastors as determined necessary by the Church. The Pastor is the spiritual leader of the church and shall at all times simultaneously occupy the position of President of the church corporation. The Pastor and/or the Directors shall execute any necessary documents and instruments on behalf of the Church, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Church. The Lead Pastor as chief executive officer shall have general supervision, direction, and control of the business and affairs of the Church. The Lead Pastor shall have such other powers and duties as the Board of Directors may prescribe from time to time. The Lead Pastor shall absent himself from meeting and voting at Board of Director meetings wherein his duties, powers and salary are being voted on. If the Lead Pastor shall take any reasonable action that is intended as a corporate act, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors. This provision is made to allow the Lead Pastor the freedom to conduct the day-to-day business and affairs of the Church without the necessity of calling a Board Meeting for every decision. This provision is not a license for the Lead Pastor to abuse by not seeking or disregarding the collective decisions of the Board of Directors and members.

c) Ministry and Duties. The Pastor will:

- 1) Work with the Elders and staff in leading the church in it's achievement of its mission, proclaims the Gospel to believers and unbelievers, and care for the church's members and other people in the community;
- 2) Be responsible for leading the church to function as a New Testament Church;
- 3) Serve as Chairman of the Board and have general supervision over all activities of the Church, and reserves the right to serve as an ex officio member of any and all ministries and teams.

d) Appointment. If a vacancy in the position of Lead Pastor occurs for whatever reason, the Board will create and appoint members to a Pastor Search Committee. The committee will appoint a Chairperson and secretary from among their number and will proceed with as little delay as possible. The Church may inform the committee of any additional qualifications they desire in a Pastor. The committee will seek out a suitable Pastor, and its recommendation will constitute a nomination. The committee will bring to the Church only one man at a time for their consideration. Afterwards, a special called business meeting will be held to vote on a particular candidate. The candidate will be invited to minister to the Church for two consecutive Sundays. His election will take place at a duly called meeting for that purpose, of which at least two (2) weeks' public notice will be given. Election will be by secret ballot, an affirmative vote of three-quarters (3/4) of those Active members present and voting will constitute a call. The committee will inform the candidate of the voting results as soon as possible. A Pastor, upon election, will serve for an indefinite term until the sooner of his death, resignation, or removal.

e) Associate Pastors. An associate pastor, working under the general supervision of the Lead Pastor, is responsible in assisting in leading the church to function as a New Testament church. He will meet the same scriptural requirements of the Lead Pastor. A job description for the specific position will be created by the Lead Pastor and the Board. Associate pastors will be selected upon recommendation of the Senior Pastor and three-quarter (3/4) affirmative vote of the Elders.

f) Compensation. The Board of Directors shall specify a pastor's initial compensation at the time of his calling. The Lead Pastor shall recuse himself from any discussions and vote regarding his compensation. The Church shall provide, as possible, adequate salary, housing allowance, health insurance, continued education, pension, conference funds, vacation time, and other special funds as needed for his ministry. The Church shall also defray the costs of sending the Pastor to out-of-town conferences, conventions or mission trips attended for the Church, as approved by the Board of Directors.

g) Discipline and Termination. If any two (2) members (with preference to unrelated persons) have a grievance against a pastor, those members must present their grievances to the Board. If the conduct of the pastor is immoral or egregiously improper, the Board, in their sole judgment and discretion, may remove the pastor upon a three-quarter (3/4) majority vote of the Board members. This provision is to prevent disunity within the Church.

SECTION 4: SECRETARY

The Board will annually appoint a Church Secretary. The Secretary will be a member of the Board but may or may not be an Elder. The Secretary will record and preserve the minutes of all business meetings of the Board. The Secretary will also serve as the clerk of the congregation and record and preserve the minutes of all Member business meetings. The Secretary will maintain an up-to-day membership roll and prepare and forward membership letters. The Secretary will be charged with the duty of giving proper notice to the Church and Board members of all respective business meetings.

SECTION 5: TREASURER

The Board will annually appoint a Church Treasurer. The Treasurer will be a member of the Board but may or may not be an Elder. The Treasurer shall be the chair of the Finance Team.

The Treasurer will be responsible for all monies collected and distributed by the Church and shall make financial reports to the Board. The Treasurer will ensure that a financial report is made available for Partners at the annual Partners meeting and such other Partners meetings wherein a financial report is deemed necessary. A copy of the financial records will likewise be available to the Partners on a quarterly basis. Proper records and books concerning incoming and outgoing funds will be kept and such records and books will be made available for auditing or inspection.

ARTICLE 6: MINISTRIES (ENVIRONMENTS) AND COMMITTEES (SERVE TEAMS)

SECTION 1: DEPARTMENTS AND COMMITTEES

The Board may establish such other ministries or committees (standing and special) as needed to assist in the performance of its responsibilities. These ministries or committees shall function under the oversight of the Board but shall continue to pursue their delegated responsibilities as defined by the Church and those tasks specifically delegated to them. A Special Committee may not exist beyond the duration of one year without reauthorization by the Board.

SECTION 2: ORGANIZATION AND RESPONSIBILITIES

The organization, authorities and, responsibilities of each Standing and Special committee shall be described more fully in the Church Policy and Operations Manual.

SECTION 3: COMMITTEE MEMBERS AND CHAIRPERSONS

Candidates for committees or ministries may be recommended to the Board based on SHAPE (Spiritual gifts, Heart [passion for a particular ministry], Abilities, Personality traits, and Experience) for consideration and appointment by the Board. Unless otherwise stated in these Bylaws, the Board shall appoint capable people for Chairperson or Leader to oversee and run such committee or ministries.

SECTION 4: FINANCE TEAM

The finance team oversees all financial matters related to South Ridge. The Lead Pastor is accountable to the finance team in all matters relating to finances. The organizational business administrator and/or lead pastor will attend finance team meetings, but do not have voting privileges. The finance team's primary function is to ensure the financial health of the organization.

The executive staff may not exceed the approved salary budget without approval from the Board of Elders.

The finance team is ultimately accountable to the Board of Elders which has the authority to override any decision made by the finance team. However, if such an occasion should arise, it will be necessary for the Board of Elders to meet with the finance team and discuss the matter before taking action.

The finance team consists of three to seven members, as determined by the Board. The existing members of the finance team select new team members with the approval of the Board of Elders. Each finance team member serves a three-year term and may serve again after being inactive for one year.

Finance team members are required to be Voting Partners of South Ridge and have the professional skills necessary to perform their assigned tasks.

SECTION 5: PERSONNEL TEAM

The personnel team establishes guidelines for staff salaries and other personnel matters, which are kept as confidential as practical. Salaries are not published or discussed at partnership meetings. The personnel team is comprised of current or former Board of Elders or Finance Team members. Team members are chosen by the lead pastor and submitted for approval to the Board of Elders. A team member serves a one year term and may serve three consecutive terms before he or she must take a year off before becoming eligible to serve again.

SECTION 6: MINISTRY TEAM REPRESENTATIVES

A ministry team representative (MTR) is an individual chosen from the leadership of a particular ministry team to represent that group. An MTR serves as a channel of communication to and from the various ministries and campuses of South Ridge. MTR meetings are a time for an open exchange of ideas and information.

An MTR commits to serve a one-year term and may be appointed for an additional term.

The staff determines which ministry areas are represented, as well as the number of representatives.



ARTICLE 7: STAFF (EXECUTIVE, DIRECTOR, COORDINATOR, & LEAD LEVELS)

SECTION 1: EXECUTIVE STAFF

Executive staff, including office staff, campus pastors, and ministry staff, functions as servants in coming alongside of the pastoral staff and the body of the Church to support them in ministry. The purpose of the staff is to plan and execute programming, give vision to the various ministries of the organization, and oversee the day-to-day operations of South Ridge.

It is the Lead Pastor’s responsibility to lead all staff in the direction that helps the Church accomplish its goals. All staff are accountable to the Lead Pastor.

SECTION 2: DUTIES AND RESPONSIBILITIES

The duties and responsibilities for all staff positions will be formulated and approved by the Lead Pastor and the Board. The following process to be implemented:

- a) Lead Pastor to formulate duties and responsibilities for all staff positions and present to Elder Board;
- b) Lead Pastor to provide salary grading form to Finance Team for recommendation;
- c) Elder Team to interview all executive, director, and coordinator paid positions; and provided written notification of independent contractor and lead positions approved by Lead Pastor;
- d) At least one member of Elder Team present when offer final offer to executive, director, and coordinator paid positions.

SECTION 3: SELECTION

Selection and approval of all staff will be the responsibility of the Lead Pastor and the Board. All executive staff members are required to meet the character qualifications as outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

SECTION 4: RESIGNATION AND TERMINATION

Any staff member may at any time resign by submitting written notice to the Lead Pastor or the Board. Any staff member may be terminated upon recommendation by a supervising staff member and approval by the Lead Pastor and the Board. Such terminations of staff may be reported to the Members, but does not need Membership approval.

ARTICLE 8: CHURCH POLICY AND OPERATIONS MANUAL

SECTION 1: DEVELOPMENT OF CHURCH POLICY AND OPERATIONS MANUAL

The development of a Church policy and operation manual will be overseen by the Board or its designee with professional consultation and review. This manual will include all Church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Church. The manual will be kept in the Church office and made available for use by any member of the church. The Church Secretary will maintain the manual. The Board or its designee shall review the manual at least annually, with the authority to recommend changes for the Board to consider and vote on.

SECTION 2: COMPILATION AND MAINTENANCE OF THE MANUAL

The Board or its designee will be responsible for compiling and maintaining a policy and operations manual for the day-to-day administrative functions of the Church not covered in the Constitution and Bylaws. Subjects covered may include, but are not limited to, the following:

- a) Personnel policies and procedures not covering in the Bylaws;
- b) Church property policies and procedures;
- c) Church discipline procedures and policies;
- d) Christian conciliation and dispute resolution policies and procedures;
- e) Child protection policies and procedures;
- f) Other policies and procedures as needed.

ARTICLE 9: FINANCIAL MATTERS

All funds for the maintenance of the church shall be provided by the tithes and offerings of those who fellowship in the Church and others who desire to give to this Church. These offerings shall be administered by the Elders of the Church. (Mal 3:10; Luke 6:33; 1 Cor 16:1, 2; 2 Cor 9: 6-8).

SECTION 1: BUDGET AND AUDIT

The Board, or its designee, will prepare and submit an annual budget to the Board for approval at the regular business meeting in November/December of each year. The inclusive budget will be presented indicating the amount needed and sought for all local and other expenses with an annual strategic plan. The Board, or its designee, will conduct or arrange for an annual review or audit of a type and nature they deem appropriate; however, every five (5) years, the Church will conduct either a review or audit by an outside auditor.

SECTION 2: ACCOUNTING PROCEDURES

All funds received for any and all purposes shall pass through the hands of the Church Treasurer, or their designee, and be properly recorded on the books of the church. A system of accounting for handling of all funds shall be the responsibility of the Finance committee.

SECTION 3: DEPOSITS

The Board will select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed will, from time to time, be deposited to the credit of the Church.

SECTION 4: CHECKS

All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the elders may from time to time designate. Any check over the amount of five thousand dollars (\$5000.00) shall require two authorized signatures from two disinterested Board members or officers.

SECTION 5: FISCAL YEAR

The Board, in consultation with the necessary committees, will have the power to fix, and from time to time to change, the fiscal year of the Church. Accurate records will be kept by all organizations of the Church and report made on the fiscal year basis. All funds handled by any and all organizations will be reported to the Board.

SECTION 6: CONTRACTS

The President can sign contracts to bind the Church once approved by the Board or according to its procedures. However, the Board may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Church, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

SECTION 7: ENDOWMENTS

The Elders may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

SECTION 8: DESIGNATED CONTRIBUTIONS

The Church may accept any designated contributions, grant, bequest, or devise consistent with its general tax exempted purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally will be honored. However, the Church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds shall be used to carry out the Church's tax exempt purposes.

SECTION 9: BENEVOLENCE FUND

The Board will establish procedures to receive and disburse by check all funds allocated to them in the Benevolence Fund. It shall be the duty of the staff designated by the Lead Pastor to serve as a Benevolence Team to determine needs of the congregants or others in the community as they arise. The Benevolence Team will examine the need of the recipients of these designated funds.

SECTION 10: PARTNERSHIPS, JOINT VENTURES, LLC'S, AND AUX. CORPORATIONS

The Board may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines will advance the religious purposes and goals of the Members as described herein and not violate the Church's tax exempt status.

ARTICLE 10: SETTLEMENT OF DISPUTES WITHIN OR AGAINST CHURCH

In any dispute arising between or among Church members, pastors, or staff, the dispute may be resolved by the Church Board (or a duly appointed team from the Church Board) under the Christian Conciliation Rules and Procedures published at <http://peacemaker.net/>. All employees of the Church will sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the Church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the church will be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the Rules of Procedure for Christian Conciliation found at <http://peacemaker.net/>. A decision will be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the church is located and Virginia law will apply to dispute. Members, pastors, staff or third party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the church and its members and under its risk policy procedures, the church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the church.

ARTICLE 11: INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Director/Elder, Officer, employee or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors, Deacons, and officers.

ARTICLE 12: AMENDMENTS

Amendments to the Bylaws may be submitted to the Board for consideration and comment. These Bylaws may be amended by two-thirds (2/3) majority of the Board members present and voting at a duly called meeting provided that the following procedure has been followed:

- a) The proposed written amendment has been presented at a previous Board meeting; and
- b) The proposed amendment has been mailed or made available to the Board at least two (2) weeks before the meeting to act on the amendment.