

## FELLOWSHIP COMMUNITY CHURCH

# Bylaws

Proposed Changes for 2025

These Bylaws are to fulfill the requirements of the Articles of Incorporation and direct the ministry of Fellowship Community Church.

REVISIONS

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## **1. Definitions**

- 1.1. Administrative Staff: Employees of FCC who do not hold positions as Pastors or Directors and whose responsibilities are primarily church business or support oriented.
- 1.2. Affirmation Process: That process, as described in Appendix A, by which the Membership/Partnership affirms the proposed actions of their representatives, the Board of Elders.
- 1.3. Associate Elders: Non-voting members of the Board of Elders who are in training prior to approval by Membership/Partnership.
- 1.4. Associate Pastor: A Pastor, other than the Lead Pastor, who performs pastoral duties assigned by the Lead Pastor.
- 1.5. Congregation: Those individuals who regularly attend FCC, including both Members/Partners and Non-Members/Partners.
- 1.6. Deacon: A Member/Partner appointed by the Board of Elders to do specific acts of service to the Congregation consistent with 1 Timothy 3:8-10.
- 1.7. Director: An individual employed by FCC with specific ministry responsibilities that do not include as a primary responsibility to preach and teach.
- 1.8. Elder: A male Member/Partner nominated by other Elders and approved by the Membership/Partnership to be a representative of the Congregation (consistent with 1 Tim. 3:17) on its governing Board, the Board of Elders, as described in Section 7 herein. There are both lay and pastoral Elders.
- 1.9. Executive: A Pastor or Director assigned by the Lead Pastor and Board of Elders to administer the day-to-day business activities of FCC and to shepherd and supervise Administrative Staff in collaboration with the Lead Pastor.
- 1.10. FCC: Fellowship Community Church of Centennial, Colorado.
- 1.11. Lead Pastor: The Pastor with the primary responsibility for preaching, teaching and shepherding the Congregation of FCC, as well as for shepherding and supervising the other Associate Pastors and the Executive.
- 1.12. Member/Partner: Those individuals among the FCC Congregation who profess to have both accepted Jesus Christ as their Lord and Savior, and that their salvation is based upon faith in Christ alone (Ephesians 2:8-9); as well as who have through application to and acceptance by the Board of Elders demonstrated themselves to have been: accepting of the FCC Statement of Faith; and are willing, through service to FCC and to others, to be a partner in the faith to the transforming work of Jesus Christ (Phil. 1:4-5 and Phm. 6).
- 1.13. Pastor: A male individual employed by FCC who has been designated by the Board of Elders, based upon their training and experience, with the responsibility to execute the vision of the Lead Pastor and Board of Elders and to shepherd, preach, and teach, in addition to other ministry responsibilities.
- 1.14. Staff: All pastoral and administrative employees of FCC.

## **2. Statement of Faith**

- 2.1. We, the Members/Partners of Fellowship Community Church (FCC), believe as follows:

- God: We believe in one God, Creator of all things, holy, infinitely perfect, and eternally existing in a loving unity of three equally divine Persons: the Father, the Son and the Holy Spirit. Having limitless knowledge and sovereign power, God has graciously purposed from eternity to redeem a people for Himself and to make all things new for His own glory.
- 2.2. The Bible: We believe that God has spoken in the Scriptures, both Old and New Testaments, through the words of human authors. As the verbally inspired Word of God, the Bible is without error in the original writings, the complete revelation of His will for salvation, and the ultimate authority by which every realm of human knowledge and endeavor should be judged. Therefore, it is to be believed in all that it teaches, obeyed in all that it requires, and trusted in all that it promises.
- 2.3. The Human Condition: We believe that God created Adam and Eve in His image, but they sinned when tempted by Satan. In union with Adam, human beings are sinners by nature and by choice, alienated from God, and under His wrath. Only through God's saving work in Jesus Christ can we be rescued, reconciled and renewed.
- 2.4. Jesus Christ: We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures. Jesus—Israel's promised Messiah—was conceived through the Holy Spirit and born of the virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, arose bodily from the dead, ascended into heaven and sits at the right hand of God the Father as our High Priest and Advocate.
- 2.5. The Work of Christ: We believe that Jesus Christ, as our representative and substitute, shed His blood on the cross as the perfect, all-sufficient sacrifice for our sins. His atoning death and victorious resurrection constitute the only ground for salvation.
- 2.6. The Holy Spirit: We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ. He convicts the world of its guilt. He regenerates sinners, and in Him they are baptized into union with Christ and adopted as heirs in the family of God. He also indwells, illuminates, guides, equips and empowers believers for Christ-like living and service.
- 2.7. The Church: We believe that the true church comprises all who have been justified by God's grace through faith alone in Christ alone. They are united by the Holy Spirit in the body of Christ, of which He is the Head. The true church is manifest in local churches, whose membership should be composed only of believers. The Lord Jesus mandated two ordinances, baptism and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.
- 2.8. Christian Living: We believe that God's justifying grace must not be separated from His sanctifying power and purpose. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor and justice for the oppressed. With God's Word, the Spirit's power, and fervent prayer in Christ's name, we are to combat the spiritual forces of evil. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and deed.

- 2.9. Christ's Return: We believe in the personal, bodily and pre-millennial return of our Lord Jesus Christ. The coming of Christ, at a time known only to God, demands constant expectancy and, as our blessed hope, motivates the believer to godly living, sacrificial service and energetic mission.
- 2.10. Response and Eternal Destiny: We believe that God commands everyone everywhere to believe the gospel by turning to Him in repentance and receiving the Lord Jesus Christ. We believe that God will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth, to the praise of His glorious grace. Amen.

### 3. Additional Theological Convictions

3.1. FCC regards any of the restrictions and definitions FCC applies concerning marriage, sex, and gender to be an exercise of the freedom of religion clause of the First Amendment to the U.S. Constitution.

~~3.1.3.2.~~ All teaching, counseling, and other activities engaged in by staff and Member/Partners, and all policies of FCC shall affirm and abide by the definitions of gender and marriage in Section 3.

~~3.2.3.3.~~ Sex/Gender

~~3.2.1.3.3.1.~~ God created males and females in his image (Genesis 1:27) and knits all persons in the womb (Psalm 139:13). God's design and therefore the terms "sex" and "gender" have one meaning, people are born either biologically male or female. All references, in these Bylaws and on the property of FCC, to men, women, male, and female are to be understood as biological birth gender. All teaching, counseling, activities on FCC property, and policies of FCC shall affirm and abide by this definition of sex and gender.

~~3.3.3.4.~~ Marriage

3.4.1. Marriage is a monogamous, lifetime, exclusive, covenantal relationship. Marriage is between one man and one woman to whom God exclusively gives the gift of sexual intimacy and intercourse. Through marriage a man and woman become one to do the work God gives them and to create a safe, stable, nurturing environment to raise any children God may provide. God also expects the unmarried to live pure and celibate lives as a gift from God, abstaining from sexual intimacy. (Genesis 1:26-28, 2:18-25; Exodus 20:14; Leviticus 18:22; Proverbs 2:17; Ezekiel 16; Malachi 2:14-15; Matthew 15:18-20, 19:46, 19:12; Romans 1:26-27, 7:23, 13:13-14; 1 Corinthians 5:1-2, 6:9-7:12, 7:39; Galatians 5:16-21; Ephesians 5:1-33; Colossians 3:5; 1 Thessalonians 4:38; 1 Timothy 1:10, 3:2; Hebrews 13:4; 1 Peter 3:17; Jude 7).

3.5. Koinonia

~~3.3.1.3.5.1.~~ We believe and accept that every Member/Partner must embrace koinonia or partnership with: the Triune God, one another, and our leadership through FCC's Pastors and Elders. We further believe and

accept that in embracing koinonia or partnership, every Member/Partner is responsible to use his or her resources, including financial resources, talents, and unique spiritual gifts given by God for acts of service and ministry to one another and our community, all to the glory of our Lord and Savior, Jesus Christ.

- ~~The term “marriage” has only one meaning, which is the covenantal uniting of one man and one woman in a single exclusive union designed by God and meant to last as long as both shall live. All teaching, counseling, activities engaged in by Members/Partners and Staff, and policies of FCC shall affirm and abide by this definition of marriage.~~

#### 4. Membership/Partnership

##### 4.1. Requirements for Membership/Partnership

- 4.1.1. Acceptance of Christ: FCC shall receive as Members/Partners only those who profess to have accepted Jesus Christ as their Lord and Savior, and that their salvation is based upon faith in Christ alone (Ephesians 2:8-9).
- 4.1.2. Water Baptism: FCC shall receive as Members/Partners only those candidates that have been baptized.
- 4.1.3. Christ’s Impact on Lives: Candidates for Membership/Partnership must explain how Jesus Christ has changed their lives (James 2:17-18).
- 4.1.4. The Statement of Faith: Candidates must express their agreement with all points of both FCC's Statement of Faith and the Theological Convictions to which FCC holds. Candidates must agree to live a life that demonstrates such agreement.
  - 4.1.4.4.1. If a candidate’s belief, however, is unsettled, or if the candidate disagrees on what the candidate considers a fine point of doctrine, they may apply to meet with the Elder Board to explain their concern and their beliefs and the basis thereof.
- 4.1.5. Unity and Harmony: Candidates must express their commitment to live in unity and harmony with other Members/Partners and attendees with respect to FCC's Statement of Faith.
- 4.1.6. Membership/Partnership Obligations: Candidates must express their willingness to:
  - 4.1.6.1. Actively participate in the ministries of FCC;
  - 4.1.6.2. Identify and apply their spiritual gifts to the ministries and needs of FCC;
  - 4.1.6.3. Provide financial support to FCC in accordance with Biblical principles of giving; and
  - 4.1.6.4. Pray for the ministries of FCC and its leadership.
- 4.1.7. Age Requirement: Candidates for Membership/Partnership must be eighteen (18) years or older. Note: Any person under the age of 18 is encouraged to attend any and all business meetings of FCC but shall not be allowed to make motions or to vote. When anyone reaches the age of 18 and believes they meet the requirements set forth in this section they

may then apply to become a Member/Partners by following the procedures in section 4.

4.2. Membership/Partnership Regulations and Procedures

- 4.2.1. Non-Discrimination: FCC shall accept individuals who meet the requirements for Membership/Partnership in FCC as stated in section 4.1 as children of God, equal in God's grace and mercy. No person shall be excluded from Membership/Partnership because of that person's sex (Genesis 1:27), race, national or ethnic origin, or color (Revelation 7:9).
- 4.2.2. Application: Any person who desires Membership/Partnership in FCC and believes he or she satisfies the requirements for Membership/Partnership as stated in section 4.1 shall complete an application for Membership/Partnership for submission to the Board of Elders.
- 4.2.3. Membership/Partnership Class: Candidates must complete a Membership/Partnership class as specified by the Board of Elders and/or other Membership/Partnership orientation process as the Board of Elders establishes from time to time.
- 4.2.4. Interview: The candidate for Membership/Partnership must affirm commitment to all requirements in section 4.1 at an interview with one Elder and at least one of the following: a second Elder, an Associate Elder, an Elder Emeritus (former Elder), a Deacon, or Staff Member/~~Partner~~. The Elders may ask other Members/Partners of FCC to join them in the interview, at their discretion.
- 4.2.5. Returning prior Members/Partners of FCC need to fill out a signed Membership/Partnership application and submit it. It is not necessary to complete the Membership/Partnership class again. An interview, following section 4.2.4 is also required.
- 4.2.6. Admittance Procedures: When the Board of Elders is confident a candidate satisfies the requirements for Membership/Partnership as stated in section 4.1; the Board of Elders shall post that candidate's name publicly for two weeks. Such public posting shall be by inclusion in a written communication to FCC's Members/Partners distributed during FCC's normal weekly services or any other means that the Board of Elders deems appropriate from time to time.
- 4.2.7. Any Member/Partner objecting to the admittance of a candidate to Membership/Partnership in FCC must submit to the Board of Elders a written statement of just cause in accordance with the Word of God, the Articles of Incorporation, and these Bylaws why that candidate should not be accepted. Taking any such objections into consideration, the Board of Elders shall then determine whether there is just reason to re-evaluate the decision to accept the candidate into Membership/Partnership.
- 4.2.8. If after such reevaluation the Board of Elders determines that the matter should be investigated further, the Board of Elders shall arrange to meet with the objecting party and also meet with the candidate to further examine the matter.

- ◆4.2.9. After this meeting, and any other investigation that the Board of Elders determines is appropriate, the Board of Elders shall determine to approve or reject that candidate for Membership/Partnership in FCC. The candidate shall then be promptly notified of the Board's decision.
- ~~4.2.8.~~4.2.10. Non-Compliant Applicants: If the Board of Elders, being led by God through prayer, determines that the candidate does not currently meet the requirements for Membership/Partnership in FCC as stated in section 4.1, then that individual's application for Membership/Partnership shall be rejected and the candidate shall be promptly notified of the Board's decision and reasons therefore.
- 4.3. The Membership/Partnership Roll
  - 4.3.1. Maintenance: The Board of Elders shall oversee the maintenance of the Membership/Partnership roll of FCC.
  - 4.3.2. Currency and Accuracy: The Membership/Partnership roll shall be reviewed by the Board of Elders, and/or its designated representatives at least once each year to determine the currency and accuracy of the Membership/Partnership roll.
  - ◆4.3.3. Removal for Absences: If any Member/Partner is absent from the ministries of FCC for a period of six months without communicating to FCC an acceptable reason for such absence, the Staff shall report to the Board of Elders the absence so that the Board of Elders can ensure that reasonable efforts are made to contact such Member/Partner. If the Member/Partner fails to have a reason acceptable to the Board of Elders for the absence, the Board of Elders may, at their option, direct that the name of the Member/Partner be removed from the Membership/Partnership roll and that the Member/Partner shall be notified of this action.
  - ~~4.3.3.~~4.3.4. Voluntary Removal: A Member/Partner may remove his or her name from the Membership/Partnership roll by submission of a letter of resignation to FCC.
  - ~~4.3.4.~~4.3.5. Removal upon Death: Upon the death of a Member/Partner, that Member's/Partner's name shall be removed from the membership/partnership roll by Staff.
  - ~~4.3.5.~~4.3.6. Removal for Disciplinary Reasons: The name of a Member/Partner may be removed from the Membership/Partnership roll by the Board of Elders as a result of Church Discipline pursuant to section 4.4 below. The Member/Partner shall then be promptly notified of the Board of Elders decision and the Membership/Partnership roll updated.
- 4.4. Discipline of Members/Partners
  - 4.4.1. Biblical Standards: All Members/Partners of FCC are expected to conduct their lives in accordance with the following standards:
    - ◆4.4.1.1. Moral Purity: The principles of 1 Corinthians 6:18-20 and 1 Thessalonians 4:17 shall be applied with regard to moral purity,

- 4.4.1.2. Personal Honesty: The principles of Ephesians 4:25 shall be applied with regard to personal honesty.
  - 4.4.1.3. Biblical Fidelity: The principles of Jude 20-21 and 2 Timothy 3:14-17 shall be applied with regard to biblical fidelity.
  - 4.4.1.4. Christ-like Lives: FCC Members'/Partners' lives are to be consistent examples of authentic Christianity as they walk in the light (1 John 1:6-7), emulating the character of Christ by the power of the Holy Spirit (Galatians 5:22-23; Ephesians 5:15-21; 1 Peter 1:5-8).
- 4.4.2. Violations of Standards: If any Member/Partner ~~or non-member/partner attendee~~ of FCC is found by a plurality of Elders to be engaging in conduct outside the essential, biblically supported standards of being a follower of Jesus Christ and a Member/Partner of FCC by either (a) ~~to be~~ willfully living outside the biblical standard stated in section ~~2, 3 or 4.4.1 above,~~ and this section, or (b) teaching contrary to the Word of God or the Statement of Faith of ~~this church~~ FCC, that Member/Partner ~~or non-member/partner attendee shall may~~ be counseled in a loving manner by either a Pastor of FCC or one or more of the Elders for the purpose of leading the erring individual to repentance and, ultimately, to full restoration. The example set forth in Matthew 18:15-17 shall be followed in a continuing effort to achieve repentance and full restoration. If efforts to bring repentance and restoration fail, then the Board of Elders ~~shall~~ may discipline by following the guidance in ~~this section~~ 4.4.3 below with particular emphasis on the following passages of Scripture: 1 Corinthians 5; 2 Corinthians 2:5-11; Galatians 6:1-2.
- 4.4.3. Suspension of Rights and Privileges: Under the authority and guidance of Scripture, and within the guidelines of this Section, the Board of Elders may discipline Members/Partners by suspending any or all of their Membership/Partnership rights and privileges for the purpose of restoration and may require other reasonable actions intended in love to bring full restoration. Likewise, the Board of Elders may make reasonable requests of non-Member/Partners ~~s attendees~~ where such requests are ~~to be~~ motivated by love and intended to bring full restoration and unity. If restoration does not otherwise appear to be achievable in the opinion of the Board of Elders, the Board of Elders may require, for the good of FCC and for the ultimate full restoration of the Member/Partner or non-member/partner ~~attendee~~ to the Body of Christ (1 Corinthians 5), that the Member/Partner or non-member/partner cease or limit fellowship with and or attendance at all or some of FCC's events.
- 4.4.4. Removal of Suspensions: In accordance with Galatians 6:1-10, if the Board of Elders, in its sole discretion, determines that a Member/Partner or non-member/partner ~~attendee~~ undergoing discipline has been restored, the Board may remove any suspension or other requirements and requests which were imposed under this section

- 4.4.5. Rights and Claims: No Member/Partner of FCC who has had their Membership/Partnership rights suspended or canceled, or who has withdrawn from Membership/Partnership in FCC, shall have any right or claim upon any FCC property, real or personal.
- 4.5. Membership/Partnership Requirement for Positions of Responsibility
  - 4.5.1. Membership/Partnership in FCC shall be required of all ministry Staff, elected or appointed corporate officers, committee chairpersons, and designated positions of leadership as determined by the Board of Elders. The guiding principle shall be that persons in a position of authority, and leadership, and/or teaching should be Members/Partners of FCC. Exceptions to this Membership/Partnership requirement may be granted by a vote of the Board of Elders (see table 1 for vote requirements). New Staff and their spouses shall automatically become Members/Partners on the Staff member's start date assuming their compliance with Section 4.1 above.
- 4.6. Local Autonomy and Association with Denomination
  - 4.6.1. Local Autonomy: FCC is, and will remain, independent and free and shall be in subjection to no other ecclesiastical body or denomination, except by its own consent.
  - 4.6.2. Association With Denomination: Realizing the necessity and advantage of united effort, and being in general accord with the aim and scope of the Evangelical Free Church of America, FCC intends to cooperate with the Evangelical Free Church at large and its various functions that are in accord with the purpose of FCC, as stated in Article V of the Restated Articles of Incorporation (with Amendments) of FCC.

## 5. Governance

- 5.1. Jesus Christ is the head of the Church (Mt 16:1; Mt 17:5). FCC acknowledges His lordship in all ways and seeks His sovereign will (1 John 5:14; Rom 12:2; John 12:26; Eph 1:11b), so that He will direct its paths (Proverbs 3:6).
- 5.2. FCC is congregationally governed, but Elder led. This means that an elected Board of Elders represents the Congregation in day-to-day governance activities. This also means that the congregation's Members/Partners have the final say in approval or disapproval of all significant matters not otherwise delegated to the Board of Elders.
  - 5.2.1. Examples of matters requiring approval of Members/Partners include: election of new Pastors and Elders; approval or disapproval of an annual budget and any expenditures beyond budget; and any other matters detailed further in these Bylaws.
- 5.3. The congregation's Members/Partners act through Annual and Special Business Meetings.

- 5.4. Elders: The elected representatives of the Membership/Partnership are the Board of Elders. The Board of Elders has the authority to conduct the business of FCC through regular meetings, approve of or disapprove of the actions of FCC's Pastors and Administrative Staff, provide spiritual care and assistance to congregants, and, if necessary, provide loving correction to wayward Members/Partners ~~and non-Members/Partners~~. The Board of Elders also approves all employment or termination of Pastors and Administrative Staff.
- 5.5. In order to promote collaboration and harmony between the Board of Elders, Pastors and Staff, the Lead Pastor shall ~~provides~~ regular reports to the Board of Elders regarding his own direct reports and from the other Associate Pastors, the Executive, and the Directors. Additional input may be given as needed by the Executive to the Board of Elders regarding the activities of Administrative Staff. There is the expectation by the Board of Elders, Pastors, Executive, and Staff for all to have open and regular communication through collaborative discussion among them, and reporting to both the Lead Pastor and the Board of Elders.
- 5.6. Lead Pastor: As a general description of overall duties, the Lead Pastor is responsible to the Board of Elders and congregation Members/Partners for doctrine, preaching and teaching, and shepherding of both the congregation and of all other Associate Pastors and Directors. He is also responsible for the supervision of and performance evaluation of the other Associate Pastors, the Executive, and the Directors. The Lead Pastor is a permanent Elder on the Board of Elders.
- 5.7. Executive: As a general description of overall duties, an Executive is responsible to the Board of Elders and congregation Members/Partners for administering the day-to-day business of FCC. When the Executive is also an Associate Pastor, he is also responsible for assisting the Lead Pastor with executing vision and preaching and teaching. The Executive is also responsible, under the supervision of and in collaboration with the Lead Pastor, for employment, supervision, and performance evaluation of the Administrative Staff. An Executive, who is also an Associate Pastor, is a permanent Elder on the Board of Elders. In cases where an Executive is not an Associate Pastor, the Executive shall fill the same overall duties of an Executive Pastor but without the primary responsibilities to preach and teach.
- 5.8. The many ministries of FCC are led by either paid or volunteer ~~ministry~~ Directors. By collaborative discussion and decision among the Lead Pastor, the Executive, and the Board of Elders, all Directors are annually assigned for both shepherding and supervision among the Pastors. All Directors are also ultimately accountable to the Board of Elders.

## 6. Business Meetings

- 6.1. The Annual Business Meeting
  - 6.1.1. At the Annual Business Meeting Elders shall be elected in accordance with Section 7.4, appropriate committee and Staff reports shall be presented, and other business shall be conducted in accordance with these Bylaws.

- 6.1.2. Annual Reports and Budget: The Lead Pastor, Executive, Board of Elders, and any Directors or Committee Chairpersons deemed appropriate by the Board of Elders, shall submit to the congregation an annual report of their ministry efforts. In addition, the Board of Elders shall submit a budget recommendation for Membership/Partnership discussion and approval. All such reports and recommendations shall be included in the minutes of the Annual Business Meeting.
- 6.1.3. Any Member/Partner may add an agenda item(s) with the approval of the Board of Elders or by written request of a minimum of twenty-five percent of FCC Members/Partners. The request must be presented to the Chairman of the Board of Elders no later than one month prior to the business meeting. The minutes shall be recorded at the annual business meeting and posted for the congregation.
- 6.1.4. Scheduling: The Annual Business Meeting shall be held during the month of November on a Sunday date set by the Board of Elders. This meeting shall be announced, and its purpose stated, on two consecutive weeks at all regular worship services and/or by written notice to the membership/partnership of FCC. The announcement(s) shall be made no more than two months, nor less than two weeks, prior to the meeting.
- 6.2. Special Business Meetings
  - 6.2.1. Special Business Meetings may be called at any time by the Board of Elders, or by a written request of a minimum of twenty-five percent of FCC Members/Partners presented to the Chairman of the Board of Elders. The Board of Elders shall call a Special Business Meeting within thirty (30) days of receipt of such written request. This meeting shall be announced, and its purpose stated, on two consecutive weeks at all regular worship services and/or by written notice to the Membership/Partnership of FCC. The announcement(s) shall be made no less than two weeks prior to the meeting. The minutes shall be recorded at the Special Business Meeting and posted for the congregation.
- 6.3. Business Meeting Protocol
  - 6.3.1. Voting Eligibility: Only Members/Partners of FCC shall be eligible to vote.
  - 6.3.2. Affirmation Process: Business meetings shall be conducted following the FCC Affirmation Process found in Appendix A.
  - 6.3.3. Quorum: The Members/Partners attending any Business Meeting that has been properly announced shall constitute a quorum to conduct business.
  - 6.3.4. Presiding Officer: The Chairman of the Board of Elders will serve as the presiding officer at all FCC business meetings. In the event the Chairman of the Board of Elders is unable to preside over the business meeting the Vice-Chairman shall serve as the presiding officer. If the Chairman or Vice Chairman cannot preside over the business meeting, then the Board of Elders shall select another Elder to preside over the meeting.
- 6.4. Matters Decided by Membership/Partnership Affirmation or Vote

- 6.4.1. Matters pertaining to debt, budget, sale/purchase of property, and authorization to spend above the approved budget must be decided by the Membership/Partnership Affirmation Process (see Appendix A) or, if affirmation fails, by vote at a business meeting (see Table 1 for vote requirements). An approved budget shall carry-over on a monthly pro-rata basis until a new budget is approved at a subsequent Regular or Special Business Meeting.

## 7. The Board of Elders

- 7.1. Creation: Pursuant to the Articles of Incorporation and in accordance with the Word of God, FCC shall establish a Board of Elders.
- 7.2. Duties of the Board of Elders: The Board of Elders shall manage and administer the affairs of FCC under the authority of the Members/Partners in accordance with the Articles of Incorporation. The responsibilities of the Board of Elders include:
  - 7.2.1. Feed and Shepherd: ~~F~~To feeding and shepherding the flock of God (John 21:15-17; Acts 20:17-31), i.e., imparting truth, refuting error, and administering discipline. These duties shall further include:
  - 7.2.2. Oversee and Direct: Overseeing and directing the ministries of FCC (Acts 20:28, 1 Peter 5:2-3), i.e., assessing the needs of the congregation, and planning for, evaluating, and appointing those needed to assist in various areas of responsibility.
  - 7.2.3. Care and Discipline: Providing care for the spiritual condition and purity of doctrine of FCC, examining new Members/Partners, visiting the sick, and assisting the Lead Pastor in counseling. The Elders also administer discipline as required by the Word of God.
  - 7.2.4. Authority to Appoint: Exercising the authority to appoint Deacons to facilitate the care of and service to the Congregation, together with such other boards, committees, and personnel deemed by them needed to carry out efficiently the ministries of FCC.
  - 7.2.5. Led by God: Seeking in all matters to follow God's leadership through faithful and fervent prayer and the study of God's Word.
- 7.3. Members of the Board of Elders
  - 7.3.1. Composition: The Board of Elders shall consist of the Lead Pastor, any Executive who is also an Associate Pastor, together with lay Members/Partners of the FCC Congregation who are elected by Affirmation of the Membership/Partnership as Elders.
  - 7.3.2. Qualifications: The Elders shall be made up of male lay Members/Partners of FCC who demonstrate commitment to the body of FCC and manifest the qualifications stipulated by 1 Timothy 3:17 and Titus 1:5-9.
- 7.4. Selection/Election: Prior to each Annual Business Meeting, the Board of Elders shall prayerfully determine the number of lay Elders to serve on the Board of Elders.
  - 7.4.1. If possible, the suggested number of lay Elders will be five until the congregation reaches 200 persons with one elder added for each whole increment of 50 additional congregants to a maximum of twelve (12)

Elders. The Elders shall then elect a number of lay Elders required to fill the Board of Elders to that number.

7.4.2. The Board of Elders may also appoint not more than two Associate Elders to serve one-year terms and may reappoint them for one successive term (see table 1 for vote requirements). Appointed Associate Elders will be non-voting members of the Board of Elders, in training.

7.4.3. Selection Process

- 7.4.3.1. No later than July of each year, and at other times when additional Elders are required to fill the Board of Elders, the Board shall ask the Membership/Partnership to propose men for membership to the Board who, in their opinion, meet the qualifications of an Elder.
- 7.4.3.2. No later than August of each year, the Board of Elders shall contact the Elder nominees to verify their willingness to serve.
- 7.4.3.3. In September of each year the Board of Elders will establish an Elder Review Committee composed of two Elders and three lay Members/Partners of FCC to prayerfully evaluate and screen any proposed Elders to verify that they meet the qualifications of an Elder. The Elder Review Committee shall then present to the Board of Elders the names of those men they find to be qualified.
- 7.4.3.4. If the Board of Elders, being led by God through prayer, determines that a candidate does not currently meet the requirements for Elder as stated in section 7.3.2, then that individual's name will not be put forth to the Membership/Partnership for consideration for the position of Elder. The Board of Elders will privately share the results of a nominee's evaluation with him. The Board of Elders shall evaluate those candidates who remain and recommend to the Membership/Partnership those needed to fill the open position(s).
- 7.4.3.5. Membership/Partnership Review: The Elder candidate's names shall thereafter be included in a written communication to FCC's Members/Partners distributed during FCC's normal weekly services or other means that the Board of Elders deems appropriate.
- 7.4.3.6. Any Member/Partner of FCC objecting to the admittance of a candidate to the Board of Elders must provide to the candidate and the Board of Elders a written statement of just cause, in accordance with the Word of God, the Articles of Incorporation and these Bylaws of FCC, why that candidate should not be accepted. Taking any such objections into consideration, the Board of Elders shall then determine whether to recommend or reject that candidate for membership on the Board of Elders.

- 7.4.3.7. Election: The Board of Elders shall submit the names of the qualified nominees to the Membership/Partnership for Affirmation at a Business Meeting (see table 1 for vote requirements).
- 7.4.4. Inability of Board of Elders to Function– In the event the Board of Elders falls below five members, the Lead Pastor shall appoint Interim Elders who shall function as Interim Elders until such time as a Board of Elders may be nominated and elected according to section 7.4.
- 7.5. Term of Service
  - 7.5.1. Term: Each elected Elder shall serve a term of three years. There will be no limit to the total number of terms an Elder may serve if he does not disqualify himself. No Elder, however, shall serve more than two consecutive three-year terms. The terms of the Elders shall, when possible, be staggered to assure that no more than one-third of the terms expire in the same year.
  - 7.5.2. Once an Elder leaves the Board of Elders they shall become an Elder Emeritus and may continue to assist the Board of Elders and to serve FCC to the extent possible.
  - 7.5.3. Uncompleted Terms: In the event that an Elder does not complete his elected term, whether due to resignation, removal, or death, the Board of Elders shall appoint a replacement Elder. The replacement Elder must meet the qualifications in sections 7.3.2 and go through the review process specified in 7.4.3. The replacement Elder shall not be allowed to vote until Affirmed by the Membership/Partnership as stated in section 7.4.3.7 (see Table 1 for vote requirements). In the event that no Elders remain, the Lead Pastor shall chair a Special Business Meeting for the purpose of electing Elders.
- 7.6. General Operating Rules of the Board of Elders
  - 7.6.1. Regular Board Meetings: The Board of Elders shall meet at least once each month. The Chairman of the Board of Elders shall schedule regular board meetings. All Board meetings shall be recorded in the meeting minutes and posted for the Congregation.
  - 7.6.2. Special Board Meetings: Special meetings of the Board of Elders may be called by the Chairman, the Lead Pastor or by vote of the Board (see table 1 for vote requirements). It will be the duty of the Chairman of the Board of Elders to notify the rest of the Board members of such special meetings. All special board meetings shall be recorded in the meeting minutes and posted for the Congregation.
  - 7.6.3. Quorum: A quorum for a meeting of the Board of Elders will consist of two thirds of the voting members of the Board. If a quorum is not physically present Elders may be contacted by telephone, text, or email to facilitate Board discussion and voting.
  - 7.6.4. Executive Session: While Board meetings are open to attendance by Members/Partners, when matters come up that are deemed confidential

by the Board, those matters may be reserved for an Executive Session attended by Elders only and reported only by subject matter in the minutes made available to the Congregation.

- 7.7. Resignation and Removal: Any Elder found not to meet, or who no longer meets, the qualifications of the office by either: failing to attend three consecutive Board of Elder meetings without good reason, as determined by the Board of Elders, or by failing to regularly attend the services of FCC, shall, after notice and attempt to restore the Elder, be asked by the Board of Elders to resign from the Board of Elders. If the Elder does not resign, and continues in his errant conduct, that Elder may be removed from the Board of Elders (see Table 1 for vote requirements).
- 7.8. Evaluation and Accountability: The Board of Elders shall evaluate itself and its members and act in accordance with Matthew 18:15-17, 2 Thessalonians 3:6-15; and 1 Timothy 5:19-21. The Elders are directly accountable to the Lord, Jesus Christ, for all their actions and decisions (Hebrews 13:17), and are also accountable to each other and to the Membership/Partnership. Therefore, the Membership/Partnership may call a special business meeting (in accordance with section 6.2) to discuss and affirm or overrule the actions and/or condone or censure the conduct of the Board of Elders.

## **8. The Lead Pastor and the Executive**

- 8.1. The Lead Pastor: Teacher and Preacher – The Lead Pastor’s primary responsibilities are the teaching and preaching of God’s Word, developing and implementing church vision and doctrine, and supervising all other pastors. Other responsibilities may be established by the Board of Elders.
- 8.2. Executive: The Executive’s primary responsibilities are to conduct the day-to-day business of the church and to supervise and shepherd all Administrative Staff. If the Executive is also an Associate Pastor, he shall also assist the Lead Pastor with preaching and teaching, execute the vision of the Lead Pastor and the Board of Elders, and supervise and shepherd the leaders of the various ministries assigned to him by the Lead Pastor.
  - 8.2.1. Signature Authority: In order to conduct the normal day-to-day operations of FCC, the Executive shall be extended signature authority by the Board of Elders subject to a dollar limit set in advance by the Board of Elders.
- 8.3. Election Requirements for an Executive: Election of an Executive who is also an Associate Pastor shall be conducted in accordance with Section 10 below. Election of an Executive shall not be required in those instances when the Lead Pastor and Elder Board fills the position of Executive with a Director instead of a Pastor. In that circumstance, the Director shall fulfill the normal duties described above of an Executive who is also an Associate Pastor as set by the Lead Pastor with the exception that the Director shall not be required to teach or preach.

## **9. Other Associate Pastors**

- 9.1. The Lead Pastor may from time to time determine that other Associate Pastors are needed to fulfill the needs of FCC. The Lead Pastor may thereafter recommend the new position to the Board of Elders and, if approved by the Board of Elders, a Search Committee shall be established to select a candidate for that position in accordance with the provisions below. The Lead Pastor shall be responsible for creating the position description of all Associate Pastors for presentation to and approval of the Board of Elders.

## **10. The Selection/Election/Affirmation of Pastors**

- 10.1. Pastoral Search Committees: A Pastoral Search Committee shall be used to assist in the calling of all Pastors. The Search Committee shall be of a size and make-up determined by the Board of Elders but shall include at least seven (7) total Members/Partners, at least six (6) of which shall be lay Members/Partners and the last of which shall be a non-voting Elder appointed by the Board of Elders.
- 10.2. Lead Pastor Search Committees: Each individual member of a Lead Pastor Search Committee shall be put forth by the Board of Elders and elected by the Members/Partners of the Congregation by the process of Affirmation described in Appendix A below.
  - 10.2.1. The Board of Elders in making either its nominations for Lead Pastor Search Committees or selections for Associate Pastor Search Committees shall make every effort to both ensure openness and fairness in its recommendations and to include both male and female representatives and those from different generations on the Search Committee lists.
  - 10.2.2. After reviewing the qualifications of the nominees to the Search Committee, the Board of Elders shall present a list of names of those qualified as candidates to the Membership/Partnership of FCC in a written communication. This communication shall be distributed during FCC's normal weekly services, or by any other means deemed appropriate by the Board of Elders at least two (2) full weeks ahead of the Affirmation Process.
  - ◆10.2.3. Objections To Search Committee Membership: Any Member/Partner of FCC objecting to a candidate's inclusion on a Pastoral Search Committee list must give to the Board of Elders a written statement as to why such candidate should not be presented for election. The Board of Elders, being led by God through prayer, shall determine whether the objection warrants the removal of that candidate's name from the list, and if so, that candidate's name shall be removed. Once there are no further objections, the Board of Elders shall present the final list of names to the Membership/Partnership for consideration at an Annual or Special Business Meeting.
  - ◆10.2.4. Affirmation of Pastoral Search Committees: The membership/partnership shall Affirm or, if necessary, elect (see Affirmation Process in Appendix A) the number of lay members to the Search Committees determined by the Board of Elders from the list of candidates put forth by the Board of

Elders to serve on the Search Committee. The Board of Elders shall then appoint one of its members from the Board of Elders to also serve on the Search Committee up to the total number of Search Committee members they previously determined to be appropriate (See Section 10.1 above). The Search Committee will then elect one of its members, other than the Elder member, to be the chairperson of the Committee.

~~10.2.3.~~10.2.5. List of Applicants for Pastors: The Search Committee shall determine a process for obtaining applications and nominations for the Pastors of FCC and shall screen all applications and nominations for the position obtained through that process in order to develop a list of qualified applicants following the guidelines established by the Board of Elders.

~~10.2.4.~~10.2.6. Membership in the Ministerial Association: Qualified applicants for a Pastor must be a member of, or willing and qualified to become a member of, the Ministerial Association of the Evangelical Free Church of America. Any qualified applicant not currently a member of the Ministerial Association must agree to become a member as soon as possible in the event he is selected and accepts the position.

~~10.2.5.~~10.2.7. Recommendation to the Board of Elders: The Search Committee shall select a final candidate from the qualified applicants and present its recommendation to the Board of Elders. If the Board of Elders does not concur with the Search Committee's recommendation, the Board of Elders shall instruct the Search Committee to reconsider its recommendation, and, after due deliberation, to recommend another candidate.

~~10.2.6.~~10.2.8. Presentation to the Congregation: When the Search Committee recommends a single candidate acceptable to the Board of Elders, the candidate shall be presented to the Membership/Partnership for Affirmation. The Membership/Partnership shall then be assembled for a Special Business Meeting, as stated in section 6.2, where the Board of Elders and the Search Committee shall state the reasons they feel the recommended candidate is suitable for the position. The Membership/Partnership shall then affirm or vote on the question of offering the position to the recommended candidate (see Appendix A).

~~10.2.7.~~10.2.9. The Vote: If the candidate does not receive Affirmation or an affirmative vote (see table 1 for vote requirements), the Board of Elders shall instruct the Search Committee to reconsider its recommendation, and, after due deliberation, to recommend another candidate. If the candidate receives Affirmation or an affirmative vote the candidate will become a Pastor-elect.

~~10.2.8.~~10.2.10. The Pastor-Elect: When a candidate becomes a Pastor-elect, the Board of Elders shall then notify the candidate that he has been selected, and the position shall be offered to him.

- ~~10.2.9~~10.2.11. Acceptance: Should the Pastor-elect not accept the offer of the position, the Board of Elders shall inform Membership/Partnership and instruct the Search Committee to provide another candidate. If the Pastor-elect accepts, the Board of Elders shall make arrangements for his relocation and installation as a Pastor of FCC at a mutually-agreed-upon date.
- 10.3. Associate Pastor Search Committees:— The members of Search Committees for Associate Pastors shall be selected directly by the Board of Elders without the need for an Affirmation Process.
- 10.3.1. All other provisions of selection/election/affirmation of a Pastor set forth in Sections 10.2.1 through 10.2.~~9~~11 above shall also apply to the calling of Associate Pastors.
- 10.4. The Terms of Service of Pastors and Their Roles
- 10.4.1. Term of Service: The Lead and/or Associate Pastor shall serve an unlimited term of service unless other arrangements are made at the time the position is accepted, or until the pastor either resigns or is removed from office by the Membership/Partnership.
- 10.4.2. Membership and Role on the Board of Elders: The Lead Pastor and any Executive who is a Pastor are permanent members of the Board of Elders. If the position of Executive is not filled by a Pastor, one of the Associate Pastors may be made a member of the Board of Elders for a three (3) year renewable term, if both appointed to do so by the Lead Pastor and approved by the Board of Elders. Neither the Lead Pastor nor any Associate Pastor, however, shall be eligible for any elected or appointed office on the Board of Elders.
- 10.4.3. Ex-Officio Membership: The Lead Pastor shall be ex-officio member of all other boards, committees, and organizations of FCC, including any of the Pastoral Search Committees. In this capacity, he may participate in any such function or activity, but he is not required to do so and shall not be entitled to a vote in any such function or activity.
- 10.4.4. Ex-Officio Membership: The Executive shall be ex-officio member of all other boards, committees, and organizations of FCC, excluding the Pastoral Search Committees (Lead or Associate). In this capacity, he may participate in any such function or activity, but he is not required to do so and shall not be entitled to a vote in any such function or activity.
- 10.4.5. Delegation of Duties: If any Lead Pastor, Executive, Associate Pastor, or Director position becomes vacant, or the person fulfilling those positions is absent or incapacitated, the Board of Elders shall ensure that their duties are fulfilled by delegating such duties as it deems fit.
- 10.5. Discipline and Removal of Pastors
- 10.5.1. Accusations and Investigation: To be considered by the Board of Elders, an accusation brought against any Pastor must be supported by the testimony of at least two witnesses (1 Timothy 5:19-21). Upon the presentation of such an accusation, the Board of Elders (excluding the

Pastor accused and other Staff) shall investigate and seek resolution. If the accusation is not resolved by the Board of Elders, either the Board of Elders or the accused Pastor may request a Special Business Meeting for the express purpose of resolving the accusation.

- 10.5.2. Failure to Perform: If a Pastor fails in his responsibilities or departs from the teachings of the Word of God in his conduct, lifestyle, or in doctrine as contained in the Scriptures and/or FCC's Statement of Faith, the Board of Elders shall admonish him following the example set forth in Matthew 18:15-18. Should this admonishment not cause correction or return to the teachings of the Word of God, the Pastor may be removed from the office by action of the Membership/Partnership of FCC at a Special Business Meeting upon request of the Board of Elders.
- 10.5.3. Removal: A Pastor may be removed from his position by the Membership/Partnership of FCC subject to the following conditions.
  - 10.5.3.1. Special Business Meeting: The Pastor may only be removed by the Membership/Partnership at a properly called Special Business Meeting.
  - 10.5.3.2. Statement of Reason for Removal: The Board of Elders, or the petitioning Member(s)/Partner(s), shall state in writing the reason(s) for their recommendation of removal.
  - 10.5.3.3. Pastor's Right to State His Position: After hearing the Board of Elders' or the petitioning Member's/Partner's reasons for their recommendation for removal, the Pastor shall be accorded the right to state his own position before the Membership/Partnership.
  - 10.5.3.4. The Vote: After hearing the reasons for the recommendation for removal, and after hearing the Pastor state his position, the Membership/Partnership shall vote upon rather than Affirm (see table 1 for vote requirements) a recommendation for removal. Neither the Pastor nor his family shall be present during the voting.
- 10.5.4. Removal: An affirmative vote for removal (see table 1 for vote requirements) shall be effective to remove the Pastor from his office.
- 10.6. Voluntary Resignation of Pastors
  - 10.6.1. If a Pastor should voluntarily decide to resign, they must plan to faithfully continue their service for up to three months after giving written notice of intent to resign. This notice period may be reduced only by mutual consent between the Pastor and the Board of Elders. Normal compensation will be continued during the notice period, unless waived by mutual consent between the Pastor and the Board of Elders.
- 10.7. Temporary Replacement of Pastors
  - 10.7.1. If it is foreseen that either the Lead or an Associate Pastor will be away for an extended period of time (e.g., on sabbatical), the Board of Elders may appoint a temporary replacement. The temporary replacement shall

fulfill the duties of the Pastor until his return; however, all significant decisions, as determined by the Board of Elders, made by any such temporary replacement must be approved by the Board of Elders.

- 10.8. Gender of Pastors: To fulfill the purposes of membership/partnership, Membership/Partnership shall select men to be its Pastors (1 Corinthians 14:33-35; 1 Timothy 2:11-12).

## **11. Other Ministry Staff**

### **11.1. Employee Manual**

- 11.1.1. The Board of Elders shall ensure that FCC develops and maintains a written FCC Employee Manual to act as a guide for Human Resources decisions.

### **11.2. Creation of Staff Positions and the Hiring of Staff.**

- 11.2.1. Number and Nature: The Lead Pastor shall determine the number and nature of the paid Pastoral and/or Ministry or Director staff positions deemed necessary to facilitate FCC's ministries.
- 11.2.2. Other Options to Be Considered: When the Lead Pastor determines the need for a new Pastoral or Ministry Staff position, he shall consider first whether the position can be appropriately filled by either a Director or by a volunteer or paid Staff rather than a Pastor.
- 11.2.3. Recommendation for New Positions: If the Lead Pastor determines that there is a need to establish a new Pastor or Ministry Staff position, the Lead Pastor shall present to the Board of Elders a detailed job description, the qualifications to be required of a person filling the position, the reporting responsibility of the position, and the range of compensation and suggested salary to be paid to the person filling the position.
- 11.2.4. Approving New Positions: If, after review, the Board of Elders concurs with the Lead Pastor's determination of the need to establish a new Pastor or Ministry Staff position, the Board of Elders shall present to the Membership/Partnership at a Business Meeting a recommendation to establish the new position, specifying: the position description, the qualifications to be required of a person filling the position, and the impact on both the reporting responsibility and the budget of the new position.
- 11.2.5. For Pastor positions, after review, and modification, if appropriate, the Membership/Partnership shall then approve by Affirmation or, if needed, by vote (see Appendix A for the Affirmation process and Table 1 for vote requirements) the establishment of the new position. Thereafter, the provisions of Section 11 above shall apply to filling the new position.
- 11.2.6. Filling Non-Pastor Positions: If the Lead Pastor deems it appropriate to fill a non-Pastor Ministry Staff position created under Section 11.2.4 above, the Lead Pastor shall select a candidate who meets the qualifications approved by the Membership/Partnership and present the candidate to

the Board of Elders for approval. No further voting or Affirmation approval of the Membership/Partnership shall be required.

11.3. Termination of Non-Pastor Ministry Staff

11.3.1. The Lead Pastor shall be responsible for the termination of non-Pastor Ministry Staff, as warranted. All hiring and firing shall be done in accordance with FCC's written Employee Manual. The Board of Elders shall have the authority to overrule the termination of any Staff if such action is authorized by an affirmative vote (see Table 1 for vote requirements), without the vote of the Lead Pastor.

**12. Administrative Staff**

12.1. An Executive shall after consultation with the Lead Pastor determine the number, type and qualifications required of all Administrative Staff positions deemed necessary to facilitate the ministries of FCC. The Executive, after appropriate consultation with and approval of the Lead Pastor and Board of Elders, shall have authority, within budget constraints, to hire and remove Administrative Staff.

**13. Officers, Boards and Committees**

13.1. Corporate Officers

13.1.1. Corporate Officers: The Board of Elders shall elect from among its members, excluding Pastor(s) who are not eligible for elected or appointed office on the Board, at its first meeting after the Annual Business Meeting the following corporate officers of FCC (see table 1 for vote requirements).

13.1.2. Chairman and President: A Chairman, who shall be the President of the Corporation, an ex-officio member of all boards and committees, and presiding officer at all business meetings.

13.1.3. Vice Chairman and Vice President: A Vice Chairman who shall be Vice President of the Corporation and shall perform the duties and fulfill the responsibilities of the Chairman in the absence or incapacity of the Chairman.

13.1.4. Secretary: A Secretary of the Corporation. The Secretary, like the Chairman and Vice Chairman, shall be appointed from among the Board of Elders and be responsible for taking notes at and preparing agendas for meetings of the Board of Elders.

13.1.5. Other Officers: The Board of Elders shall appoint from among the Membership/Partnership of FCC at its first meeting after the Annual Business Meeting one or more persons to serve as Treasurer of the Corporation. A Treasurer need not be a member of the Board of Elders. (see table 1 for vote requirements):

13.1.6. Signing Authority: In order to conduct the normal, day-to-day operations of the Corporation:

• 13.1.6.1. After Elder Board approval, the Chairman shall have signature authority for the Corporation. In the absence of the Chairman,

and after Elder Board approval, the Vice Chairman and Secretary shall also have signature authority.

- 13.1.6.2. A Treasurer may also have signature authority within dollar limits set in advance by the Board of Elders.

#### **14. Other Committees, Boards, and Organizations**

- 14.1. Additional Committees and Boards may be appointed and maintained by the Board of Elders as needed to facilitate the ministries of FCC. Such additional Committees and Boards shall be governed by and serve at the direction of the Board of Elders.
- 14.2. General Operating Rules for Other Boards and Committees
  - 14.2.1. Notice of Meetings: Meetings shall be convened only after notifying, or making a reasonable effort to notify, each member.
  - 14.2.2. Decision Making Process: All Boards and Committees shall use the Holy Scripture as the basis for all deliberations, decision making, and activities. All Boards and Committees shall prayerfully seek the guidance of the Holy Spirit in all matters. All Boards and Committees shall earnestly seek to reach a unity in decisions without coercion in all matters. If it is not possible to reach a unity in decision, a matter may be passed if it receives an affirmative vote (see Table 1 for vote requirements).
  - 14.2.3. Quorum: A quorum for a meeting will consist of a majority (unless other specific provisions are included in these Bylaws) of the members of that Board or Committee.
- 14.3. Organizational Approval: Before any ministry organization, board or committee not established by these Bylaws may be formed within FCC, a written outline of its purpose, organizational structure, and plan of operation shall be presented to and must be approved by the Executive and ultimately the Board of Elders (see Table 1 for vote requirements). The Executive, in collaborative discussion with the Lead Pastor, and with approval by the Board of Elders, shall designate the Staff or entity to which the organization will report.
- 14.4. Fund Raising: Methods of raising funds by any group or organization within FCC shall be subject to the prior approval of the Executive and ultimately the Board of Elders (see table 1 for vote requirements).

#### **15. Dispute Resolution**

- 15.1. Lawsuits are to be avoided if at all possible (1 Cor. 6:1-6) and therefore any disputes that arise from application of the Bylaws shall be resolved as follows:
  - 15.1.1. By mediation within 60 days after request and appointment of a single FCC mediator mutually agreed to between the Board of Elders and the Member/Partner raising the matter disputed -or-
  - 15.1.2. If mediation is unsuccessful, then by arbitration within 90 days after the failure of mediation. Arbitration shall be by a procedure using three Member/Partner arbitrators, one arbitrator each selected by the Board of Elders and the disputing Member/Partner, and a third arbitrator selected

by the first two, who shall serve as Chairman. The three arbitrators shall agree to a process for arbitration within 30 days of appointment.

## **16. Indemnification**

- 16.1. General Indemnification: Consistent with Article IX of its Articles of Incorporation as amended, FCC shall indemnify and hold harmless its pastors, officers, elders, and employees (collectively, "Indemnified Persons") to the fullest extent permitted by applicable law, against any and all liabilities, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of or related to the Indemnified Person's good faith performance of duties on behalf of FCC under these Bylaws.
- 16.2. Exclusions: Indemnification shall not apply to:
  - 16.2.1. Acts or omissions not performed in good faith or that involve intentional misconduct, recklessness, gross negligence, or a knowing violation of applicable law.
  - 16.2.2. Any transaction from which the Indemnified Person derived an improper personal financial benefit.
  - 16.2.3. Any action brought by FCC against the Indemnified Person, unless approved by a unanimous vote of disinterested Elders on the Board of Elders.
- 16.3. Insurance: FCC is encouraged to purchase and maintain liability insurance on behalf of any Indemnified Person against any liability asserted against or incurred by them in such capacity, whether or not FCC would have the power to indemnify them under this Section.
- 16.4. Survival of Right: The provisions of this Section shall continue as to an Indemnified Person who has ceased to serve in their official capacity.

## **17. Dissolution**

- 17.1. The dissolution of FCC shall require a unanimous vote of the Board of Elders. Should dissolution occur, all assets lawfully available for distribution shall be distributed for purposes that are consistent with FCC's religious mission and in accordance with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 17.2. No part of the net earnings or assets of FCC shall be used for the benefit of, or be distributed to its Pastors, Elders, Members/Partners, Directors, Officers, or other private individuals, except as reasonable compensation for services rendered by paid Pastors or paid Staff or as payments in furtherance of FCC's religious purposes.
- 17.3. The distribution of assets shall comply with all applicable state laws governing the dissolution of religious corporations, including obtaining any necessary approvals from the state Attorney General or other State or Federal regulatory authorities.
- 17.4. Consistent with Article III. of its Articles of Incorporation as amended, any remaining assets at the conclusion of the dissolution process shall be distributed to the Rocky

Mountain District of the Evangelical Free Church of America, or its successor for further distribution and use by its remaining Christian evangelical churches.

### **18. Amendments To These Bylaws**

- 18.1. Proposed Amendments: —Amendments to these Bylaws may be proposed by the Board of Elders or by a Member/Partner at a Business Meeting of FCC. Amendments to these Bylaws whether raised by the Board of Elders or a Member/Partner must first be presented in written form and discussed at a Business Meeting held at least three months prior to the presentation of the amendment for a vote. Voting on the amendments shall be at a Business Meeting of the FCC Membership/Partnership and Affirmation or vote (see Appendix A for Affirmation Process and Table 1 for vote requirements) shall be required for approval.

## Appendix A – FCC Affirmation Process

- A1. The Affirmation Process at FCC as a congregationally led church requires that the following be brought before the Membership/Partnership for decision:
  - A1.1. Any proposal or issue either required by the Bylaws or deemed necessary by the Board of Elders;
  - A1.2. Election of candidates for the position of Elder, or Lead Pastor Search Committee member; and/or
  - A1.3. Any issue or proposal raised by a majority of the congregational Members/Partners for decision.
- A2. The Affirmation Process requires these matters to be brought before the Membership/Partnership through written communication, congregational forums, and/or small group settings, so that discussion and feedback may be received by the Board of Elders. This allows the Board of Elders opportunity to rework or fine tune a matter, if it is necessary, prior to bringing the issue to an Affirmation decision of the Membership/Partnership.
- A3. When the Board of Elders determines the Membership/Partnership has been sufficiently informed and prepared to express a consensus, the Affirmation Process shall be as follows.
  - A3.1. The proposal, issue or candidate is presented. If a candidate, he or she shall be absent from the room when the consensus is taken and brought back in after a consensus or ballots have been collected.
  - A3.2. The leader of the business meeting shall ask if there is a consensus for the proposal, issue or candidate by asking: “Can you support (blank)?”
  - A3.3. If any Member/Partner cannot support the matter presented, they shall say “no” or raise their hands and the decision goes to a ballot vote.
  - A3.4. In a ballot vote, ballots are passed out and Members/Partners are asked to sign their name indicating if they are able to support the proposal, issue or candidate being considered. Each voter must print their name on the ballot for it to be considered by the Board of Elders.
  - A3.5. If one or more Members(s)/Partner(s) votes “no,” two things shall occur:
    - A3.5.1. The decision is put on hold until the Elders meet with the “no” voter(s) to determine their reasons and listen to their concerns.
    - A3.5.2. The Elders then shall meet with each “no” voter and determine why they cannot support the proposal, issue or candidate.
      - A3.5.2.1. The number of “no” voters exceed the number of Elders; individual meetings may not be feasible. In these instances, there shall be provided at least two opportunities for the “no” voters to come and share their concerns with the Board of Elders. If for any reason a “no” voter is unable to share their concern(s) in one of the provided opportunities, then the matter will be considered resolved with those individuals.

- A3.5.2.2. The Elders shall determine if the concern has a biblical, moral, relational or ethical foundation, and whether the concern is valid. If it is, resolution needs to be pursued. Resolutions may include: the withdrawal of a candidate being considered for a position; reporting to the Membership/Partnership that the issue being considered has raised a sufficient concern to consider it as not affirmed by the Membership/Partnership; or announcing that after discussion the concern has been withdrawn.
- A3.5.2.3. If the concern is primarily one of personality or style, the Elders may have the opportunity to minister to those involved by listening carefully, affirming the individuals in their preferences and, explaining the requirements found in these Bylaws to live peaceably and supportively with the decisions of the greater body of Christ. It may also give an opportunity to enter into a compromise to meet the needs and concerns of the individual(s) raising the matter, while at the same time moving forward with the desires of the greater Membership/Partnership.
- A3.5.2.4. The Elders may also follow up with some of the “yes” voters to interact with them on why they can support the decision. This may give clarity to reasons for affirming any matter under consideration.
- A3.6. The Board of Elders shall thereafter prayerfully determine whether or not an “Affirmation” exists to move forward with the item being considered and shall follow the vote requirements found in Table 1 of the Bylaws.

TABLE - Affirmation/Vote Requirements

Type of Vote	Affirming/Voting Body	Quorum	Required Number of Membership/Partnership Vote to Pass <sup>1</sup>
Non-member/partner Elders (4.5)	Board of Elders	Elders Quorum	¾ of those present
Debt (6.4)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or 3/4
Budget, Sale/Purchase of Property, Authorization to Spend (6.5)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or 3/4
Election of Pastors (10.2.7)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or 3/4
Removal of Pastors (10.5)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or ¾
New Ministry Positions (11.3)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or majority
Termination of Ministry Staff (10.5)	Board of Elders	Elders Quorum	Unanimous
Board of Elders Corporate Officers (13.1)	Board of Elders	Elders Quorum	¾ of those present
Appointing Alternate Elders (7.4)	Board of Elders	Elders Quorum	¾ of those present
Election to Board of Elders (7.4.2)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or ¾
Removal of an Elder (7.7)	Board of Elders	All Remaining Elders	Unanimous
Calling a Special Board of Elders Meetings (7.6.2)	Board of Elders	Elders Quorum	¾ of those present
General Operating Rules for Boards and Committees (14.2)	All Boards and/or Committees	Majority of members	Majority
Organization Approval (14.3)	Board of Elders	Elders Quorum	¾ of those present
Fundraising Approval (14.4)	Board of Elders	Elders Quorum	¾ of those present
Amendments (18.1)	Congregational Membership/Partnership	Members/Partners Present	By Affirmation Process or ¾

<sup>1</sup> Note: All decisions of the Membership/Partnership are made by the Affirmation Process. The numerical figures shown on the Membership/Partnership decision rows are to apply only when Affirmation is unsuccessful and the decision reverts to a vote.