



INTRODUCTION TO GEORGETOWN CHRISTIAN FELLOWSHIP BYLAWS

The following Bylaws are designed to help our church operate in a biblically faithful manner. Like most church bylaws, they cover basic issues related to membership, congregational meetings, the responsibilities of church officers, and the use of church property. They also cover issues that are often overlooked in standard bylaws, such as biblical counseling, confidentiality, and conflict resolution.

In today's legal climate, when church members have different expectations as to how a church should function or treat its members are not met, a lawsuit often follows which can ruin a church both spiritually and financially. The goal is to help free ourselves from unnecessary conflict to allow us to devote ourselves to more important matters of God's kingdom. These Bylaws are designed to address and accomplish these goals:

1. Help to prevent surprises and disappointed expectations by providing members with a thorough explanation of how the church intends to govern it self and accomplish its mission.
2. Reduce the likelihood of confusion and conflict within the church by establishing clear operational guidelines.
3. Prevent the misuse of authority by church leaders by limiting their powers and establishing procedures that protect members from discipline or loss of rights without due process.
4. Give our elders protection from being subpoenaed by a civil court to testify regarding information they receive through pastoral counseling, while at the same time giving them guidelines for reporting actual or suspected harm.
5. Reduce the church's exposure to legal liability by satisfying recently developed legal requirements and requiring that potential lawsuits will be resolved through biblical mediation or arbitration rather than through litigation.

As you read these Bylaws, **we encourage you to look up and study the Bible passages** that are cited next to particular provisions. If such study does not answer all of your questions and concerns, please do not hesitate to approach one of our elders, who will be happy to talk with you about these Bylaws.

GEORGETOWN CHRISTIAN FELLOWSHIP CHURCH BYLAWS

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THESE BYLAWS ARE SUBJECT TO ARBITRATION

1. Name

The name by which this organization shall be known in law shall be "**GRANDVILLE GEORGETOWN CHRISTIAN FELLOWSHIP**," referred to herein as "the church."
(As amended Dec 30, 2007 at a special congregational meeting.)

2. Constitution

The Constitution of the church, which is subordinate to the Scriptures of the Old and New Testaments, consists of the Statement of Goals and Basis of Belief, statement of Church Government, and Statement of Church Discipline. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

3. Organization and Incorporation

The organization shall be organized as a nonprofit corporation under the laws of the State of Michigan.

4. Purpose and Limitations

The purposes of the church are:

- a. To spread the Gospel to all Creation. (Mark 15:16.) We therefore believe the function of our local body is to provide an environment where each member can grow in his or her relationship with God and with each other through Worship, Praise, Prayer, and the Hearing of the Word, and where individual gifts will be identified, encouraged, and developed so each member can do his or her part in fulfilling the Great Commission.
- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;

- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to or to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

5. Location of Office

The registered office of the church shall be located within Michigan at the address of the church's registered agent. The Board of Elders or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the appropriate government agency.

6. Membership

- a. The membership shall consist of all communicant (full) and non-communicant members, all of whom have the privilege of pastoral oversight, instruction, and government by the church. Communicant members are those who have made a credible profession of faith in Christ, and have been enrolled in and admitted to all the rights of church membership. Non-communicant members are the children of communicant members and regular attendees who have not fulfilled the requirements of communicant member.
- b. Any communicant member in good standing in the church and in attendance at a duly called meeting shall be entitled to one vote on matters brought before the congregation. (*"Good standing" means that a member is not presently under the censure of suspension or deposition.*) Voting by proxy shall not be permitted.
- c. A person may be received into membership by a letter of transfer from another church of like faith and practice approved by the Board of Elders, by approval and certification of the Elders, by reaffirmation of faith, or by confession of faith. A person may be received into membership only after completing any required membership course, submitting a Membership Application, and signing a Membership Commitment.
- d. Members may be removed from membership at their own request by informing the Board of Elders of their intention to withdraw and the reasons therefore. If a member requests to withdraw because of specific problems or disappointments with the church, the Board of Elders shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Board of Elders is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Board of Elders that a member has requested removal merely to avoid church discipline, that request shall not be given effect until the disciplinary process has been completed (see *Matt. 18:12-20 and Bylaws on Church Discipline*).

- e. Members may also be removed from membership by order of the Board of Elders when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; join with another church; cannot be found for a period greater than one year; or are removed by excommunication for persistent impenitence. Non-communicant members may be removed from membership along with their parents or when they reject the covenantal responsibility of submission to home or church and neglect the ongoing exhortation of the Board of Elders to profess faith in Christ (*See Bylaws on Church Discipline*).
- f. Membership in the church shall be available without regard to race, color, sex, age, marital status, physical or mental handicap, or national origin.

7. Elders and Deacons (*Church Officers*)

- a. Elders must be male communicant members. A deacon may be a male or female communicant member. All officers must meet the Biblical qualifications for their respective offices. In order to be eligible for selection, a person shall have been a member in good standing in the church for at least one year and have served the church in functions requiring responsible leadership.
- b. Elders are to lead the church in the service of Christ. The functions of the elders are to preach and teach the Gospel, give pastoral oversight, exercise leadership by example, visit and pray for the sick, administer church discipline, administer executive powers, labor in word and doctrine, and ordain and send out others into ministry.
- c. Deacons shall show forth the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church. Their functions are to attend to benevolent finances, exercise leadership by example, and assist in administrative duties as delegated and directed by the Board of Elders.
- d. Elders shall be selected pursuant to the ELDERS SELECTION PROCEDURE. Any communicant member may propose to the Board of Elders nominations for these offices. The Board of Elders shall determine from that list nominees whom it judges to possess the necessary qualifications for office. All prospective nominees are to be contacted and their consent to have their name submitted obtained. ~~A minimum of one name more than available offices, double available offices maximum must be submitted.~~ At least two weeks preceding the date appointed for the selection, the Board of Elders shall announce to the church the names of those nominated. Selection shall be from those nominated. ~~Selection shall occur by means of casting of lots, on procedure as determined by the Elders.~~ Elders shall be elected for three-year terms of service, **but may serve consecutive terms**. ~~No person may service more than 6 years out of seven.~~ (*as amended Feb 25, 2001 by congregational vote 42-1*). If an Elder is selected at a meeting other than the annual congregational meeting, he shall be considered to have been selected at the annual congregational meeting for that year.
- e. An officer may be divested of his office by judicial discipline for an offense in doctrine or life. He may also be divested upon a two-thirds (2/3) vote of the communicate members. An officer also may resign from his office.

8. Ministerial Staff

- a. It is the charge of the ministerial staff to minister with the elders in the service of Christ as directed by the Board of Elders. The Board of Elders may prepare such job descriptions, duties and responsibilities as they determine appropriate.
- b. A ministerial staff person may resign their position upon thirty days' written notice. They may be removed by a Majority of the Board of Elders currently in office by vote at a duly called and noticed meeting, or upon a 50% vote of the communicant members at a special meeting called. If the ministerial staff member is removed by action of the Board of Elders or communicant members, he shall be entitled to a minimum of two weeks severance pay and such other assistance or severance pay as determined by the Board of Elders.

9. Board of Elders

- a. The Board of Elders is the governing body of the church and consists of the ruling elders. The Board of Elders shall manage the business affairs of the corporation, oversee all matters concerning the conduct of public worship, and shall concert the best measures for promoting the spiritual growth and evangelistic witness of the congregation. It shall receive, dismiss, and exercise discipline over the members of the church, supervise the activities of the Board of Deacons and all other organizations of the congregation, and have final authority over the use of the church property.
- b. The Board of Elders shall choose its own chairman and clerk annually from among its members. The Board of Elders may also choose a vice-chairman from among its members, and shall appoint a treasurer, who must be a communicant member.
- c. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of church property, which includes the management of its financial resources. The Board of Elders may delegate to the Board of Deacons or to other communicant members such of these responsibilities as it deems appropriate. Neither the Board of Elders nor its delegates shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church property worth more than \$5000, nor to incur any indebtedness exceeding the sum of \$5000, unless first authorized to do so at a congregational meeting, either through the adoption of the annual budget or by special action of the congregation.
- d. The Board of Elders shall meet at least quarterly and shall convene at the call of the chairman, any two members of the Board of Elders, or upon its own adjournment. Either oral or written notice, including the date, time, and place of a meeting, shall be given at least two days before a meeting. If mailed, notice shall be deemed to be effective the day after the letter is postmarked. Notice may be waived either verbally or in writing. An elder's attendance at a meeting waives his right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting (*or promptly upon arrival*), he objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

- e. A quorum is one half of the ruling elders. In no case may the Board of Elders conduct its business with fewer than two present who are entitled to vote.
- f. The act of a majority present at a Board of Elders meeting at which a quorum is present (*when the vote is taken*) shall be the act of the Board of Elders. An elder shall be deemed to have approved of an action taken if he is present at a meeting of the Board of Elders unless: (1) he objects at the beginning of the meeting, (or *promptly upon arrival*) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- g. If at any time there are less than five persons on the Board of Elders, the remaining elders may select from among the communicant members, individuals who will serve as elders of the church for the purpose of carrying out any required corporate business. The terms of such elders shall expire when the terms of the replaced elders would have expired.
- h. The Board of Elders may meet by means of a conference telephone call or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting. A member participating in a conference telephone meeting is deemed present in person at the meeting. The chairman of the meeting may establish reasonable rules as to conducting business at any meeting by phone.
- i. The chairman shall be the chairman of the corporation and the principal executive officer (*president*) of the church. The chairman shall be subject to the control of the Board of Elders, and shall in general supervise and control, in good faith, all of the business and affairs of the church. The chairman shall, when present, preside at all meetings of the members and of the Board of Elders, and shall conduct such meetings so as to facilitate free and respectful debate and decision making. The chairman may sign, with the clerk or any other proper officer of the church that the Board of Elders has authorized, corporation deeds, mortgages, bonds, contracts, or other Board of Elders authorized instruments.

If the Board of Elders appoints a vice-chairman, he shall perform, in good faith, the chairman's duties if the chairman is absent, dies, is unable or refuses to act. If the vice-chairman acts in the absence of the chairman, the vice-chairman shall have all of the powers of and be subject to all the restrictions upon the chairman. If there is no vice-chairman or the vice chairman is unable or refuses to act, then the clerk shall perform the chair duties.

- k. The clerk shall be the secretary of the church and shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the members and of the Board of Elders; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the church records; (4) when requested or required, authenticate any records of the church; (5) keep a current register of the post office address of each member; (6) serve as custodian of corporate records; and (7) in general perform all duties incident to the office of secretary and any other duties that the chairman or the Board of Elders may assign to the secretary.

- l. The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the church; (2) receive and give receipts for moneys due and payable to the church from any source, and deposit all moneys in the church's name in banks, trust companies, or other depositories that the Board of Elders shall select; (3) submit the books and records to a Certified Public Accountant or other accountant as directed by the Board of Elders; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the chairman or Board of Elders may assign to the treasurer. If required by the Board of Elders, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Elders shall determine.
- m. The Board of Elders may establish such committees, not limited to elders, as it deems necessary for the work of the church.
- n. If a staff member is a member of the Board of Elders, he shall abstain from any vote that affects his compensation.
- o. The Board of Elders shall determine if additional Board members are needed, who shall be selected at the next annual selection process.

10. Board of Deacons

The Board of Deacons shall oversee the ministry of mercy in the church and shall collect and disperse funds for the relief of the needy. Other forms of service for the church may also be committed to the deacons. The Board shall choose its own officers from its membership. Deacons shall be placed in office pursuant to procedures as established by the Elders.

11. Congregational Meetings

- a. An annual meeting of the church shall be held each year at a date, time, and place to be determined by the Board of Elders. At the annual meeting, the members shall select elders and deacons, adopt an annual budget, and transact any other business as may come before the meeting.
- b. Special meetings of the church shall be called at a date and location to be determined by the Board of Elders whenever the Board of Elders deems it to be in the best interests of the church or when requested in writing to do so by one-fourth (1/4) of the communicant members of the church in good standing.
- c. The date, time, and location of all congregational meetings must be announced verbally or in the church bulletin at least two (2) Sundays prior to the time set for the meeting, or by letter mailed at least ten days prior to the meeting. If the members adjourn any congregational meeting to a different date, time, or place, notice of a new date, time, and place need not be given if the new date, time, and place is announced before adjournment. A member entitled to a notice may waive notice of the meeting (or *any notice required by Michigan Nonprofit Corporation Act or these bylaws*) by a written notice signed by the member. The member must send the notice of waiver to the church (*either before or after the date and time stated in the notice*) for inclusion in the minutes or filing with the church records.

- d. The purpose of a meeting need not be announced in advance unless it involves: a proposed amendment to the bylaws or articles of incorporation; the selection or removal of officers; the calling or removal of ministerial staff; the acquisition or disposition of property worth more than \$5000; the dissolution of the church; or a question regarding the church's denominational affiliation. When a meeting is called for the transaction of specific matters of business, no business shall be conducted except that which is stated in the notice.
- e. A member's attendance at a meeting: waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and, waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- f. One-fourth (1/4) of the communicant members shall constitute a quorum at congregational meetings. Unless provided otherwise in these Bylaws, a majority vote is sufficient to decide any matter.
- g. The chairman and the clerk of the Board of Elders shall serve as chairman and clerk respectively in congregational meetings, unless otherwise determined by the Board of Elders.

12. Church Records

- a. The Board of Elders shall keep the following records: (1) minutes of its meetings, including a record of the administration of the sacraments and changes in the membership of the congregation; (2) minutes of the meetings of the congregation; (3) rolls of communicant members in the congregation, with the dates of their reception; (4) resolutions adopted by the Board of Elders; (5) appropriate accounting records; (6) its articles or restated articles of incorporation and all amendments to them currently in effect; and (7) its bylaws or restated bylaws and all amendments to them currently in effect.
- b. A communicant member shall be entitled to inspect and copy, at a reasonable time and location specified by the Board of Elders, any of the church records described above, provided the Board of Elders finds that the member has a proper purpose and is acting in good faith. The Board of Elders may limit access to any records that contain confidential information about a particular person or persons.

13. Biblical Counseling

- a. All Christians struggle with sin and the effect it has on our lives and our relationships (see *Rom. 3:23; 7:7-25*). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he should seek assistance from other members, and especially from the elders, who have the responsibility of providing pastoral counseling and oversight (see *Rom. 15:14; Gal. 6:1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16*). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our elders or pastoral counselors.

- b. We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this church are trained or licensed as psychotherapists or mental health professionals.
- c. Although some members of the church work in professional fields outside the church, when serving as pastoral or lay counselors within the church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical or other technical questions should seek advice from independent professionals. Our pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

14. Confidentiality

- a. The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 20:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our elders or other counselors, including any Ministerial Staffs, shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.
- b. Although confidentiality is to be respected as much as possible, there are times when it is biblically necessary to reveal certain information to others. In particular, the elders of this church may disclose confidential information to appropriate people in the following circumstances:
 - (1) When a elder, pastor or other counselor is uncertain of how to counsel a person about a particular problem and needs to seek advice from other elders in this church or, if the person attends another church, from the pastors or elders of that church (see *Prov. 11:14; 13:10; 15:22; 19:20; 20:18; Matt. 18:15-17*).
 - (2) When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see *Prov. 24:11-12*).
 - (3) When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see *Matt. 18:15-20 and Bylaws on Church Discipline*).
- c. Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the church (*Matt. 18:15-17*). Therefore, except as provided in §14.b., an elder or counselor may not disclose confidential information to anyone outside this church without the approval of the Board of Elders or the consent of the person who originally disclosed the information. The Board of Elders may approve such disclosure only when it finds that all internal efforts to

resolve a problem have been exhausted (see, e.g., 1 Cor. 6:1-8) and the problem cannot be satisfactorily resolved without the assistance of individuals or agencies outside this church (see, e.g., Rom. 13:1-5). This limitation shall apply to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

- d. The elders or counselors may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

15. Conflict Resolution

- a. This church is committed to resolving in a biblical manner all disputes that may arise within our body. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another (see *Matt. 5:9; John 17:20-23; Rom. 12:18; and Eph. 4:1-3*) and that when disputes arise, Christians should resolve them according to the principles set forth in Holy Scripture (see *Prov. 19:11; Matt. 5:23-25; 18:15-20; 1 Cor. 6:1-8; Gal. 6:1*). We believe that these commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the church. Therefore, any and all disputes in this church shall be resolved according to biblical principles, as provided in this bylaw.
- b. When a member of this church has a conflict with, or is concerned about the behavior of another member, he shall attempt to resolve the matter as follows. (1) The offended or concerned person shall prayerfully examine himself and take responsibility for his contribution to a problem (*Matt. 7:3-5*), and he shall prayerfully seek to discern whether the offense is so serious that it cannot be overlooked (*Prov. 19:11; see also Prov. 12:16; 15:18; 17:14; 20:3; Eph. 4:2; Col. 3:13; 1 Pet. 4:8*). (2) If the offense is too serious to overlook, the offended or concerned person shall go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed his own wrongdoing (*Matt. 18:15*). (3) If the offender will not listen and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (*Matt. 18:16*); these other people may be members or officers of the church, other respected Christians in the community, or trained mediators or arbitrators (*conciliators*) from a Christian conciliation ministry. At the request of either party to the dispute, the church shall make every effort to assist the parties in resolving their differences and being reconciled.
- c. Conflicts involving doctrine or church discipline shall be resolved according to the procedures set forth in the Bylaws on Church Discipline and in the Guidelines for Church Discipline.
- d. Employment disputes shall be resolved according to the procedures set forth in the *Employee Policy Manual* of this church.
- e. If a dispute arises within the church or between a member and the church and cannot be resolved through the internal procedures described above, it shall be resolved as follows:
 - (1) The dispute shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the *Rules of Procedure* of the Institute for Christian conciliation and judgment upon an arbitration award may be entered in any court otherwise having jurisdiction.

- (2) All mediators and arbitrators shall be in agreement with the statement of faith of the church and our basic form of government, unless this requirement is modified or waived by all parties to the dispute. If a dispute involves an attempted revision of the statement of faith or our form of government, the mediators and arbitrators shall be in agreement with those documents as they existed prior to the attempted revision.
- (3) If a dispute submitted to arbitration involves a decision reached by an official judicatory (*court or ruling body*) of this church, the arbitrators shall uphold the judicatory's decisions on matters of doctrine and church discipline.
- (4) This section covers the church as a corporate entity and its agents, including its Ministerial Staffs, officers, staff, and volunteers with regard to any actions they may take in their official capacities.
- (5) This section covers any and all disputes or claims arising from or related to church membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury.
- (6) By joining this church, all members agree that these methods shall provide the sole remedy for any dispute arising against the church and its agents, and they waive their right to file any legal action against the church in a civil court or agency, except to enforce an arbitration decision.
- (7) If a dispute or claim involves an alleged injury or damage to which the church's insurance applies, and if the church's insurer refuses to submit to mediation or arbitration as described in this section, either the church or the member alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim to which the church's insurance applies.

16. Church Discipline

Church discipline shall be carried out according to the Guidelines for Church Discipline developed by the Board of Elders.

17. Ownership and Distribution of Property

- a. The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.
- b. "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefore; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations

under section 501(c)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Elders, provided that no assets are distributed to any organization controlled by a member of the Board of Elders; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine.

18. Indemnification of Officers

- a. The Board of Elders may choose to indemnify and advance expenses of any officer, employee, or agent of the church.
- b. The church shall indemnify any elder, deacon or former elder or deacon of the church against claims, liabilities, expenses, and costs necessarily incurred by him in connection with the defense, compromise, or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such elder or deacon, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty to the church, to the extent not otherwise compensated, indemnified or reimbursed by insurance.

19. Rules of Order

All meetings of the church, the Board of Elders, and its various boards and committees shall be conducted pursuant to the latest edition of *Roberts Rules of Order*.

20. Amendment of Bylaws

These Bylaws may be amended or repealed only by the affirmative vote of two-thirds (2/3) of the communicant members present at a duly-called meeting of the church called for such purposes.