

# CONSTITUTION & BYLAWS

OF



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# CONSTITUTION & BYLAWS

GOOD SHEPHERD CHURCH  
3429 North Monroe Avenue  
Loveland, Colorado 80538

## ARTICLE 1 // NAME

The name of this church and corporation shall be **Good Shepherd Church, Inc.**, a Colorado Non-profit corporation (hereinafter, the "Church").

## ARTICLE 2 // INCORPORATION AND TERM

ARTICLE 2.1 **Incorporation.** The Church has been and shall continue to be organized as a non-profit Corporation under the laws of the State of Colorado. It shall maintain a tax-exempt status under the present or amended laws and regulations of the State of Colorado and the United States of America.

ARTICLE 2.2 **Term.** The term of existence of the Church shall be perpetual.

## ARTICLE 3 // OFFICES

ARTICLE 3.1 The principle offices of the Church shall be located at the above stated address. The Church may have other offices, either within or without the state of incorporation, as the Board of Trustees may determine.

## ARTICLE 4 // PURPOSE

ARTICLE 4.1 The Church is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purposes and objectives of the Church shall include, but shall not be limited to the following:

ARTICLE 4.1.1 to facilitate the worship of the Almighty God, our Heavenly Father;

ARTICLE 4.1.2 to expound the Word of God;

ARTICLE 4.1.3 to enable its members to exalt the Lord Jesus Christ;

ARTICLE 4.1.4 to assist its Members in honoring the Holy Spirit;

ARTICLE 4.1.5 to help people grow in the grace and knowledge of Jesus Christ that they may increasingly know and do His will;

ARTICLE 4.1.6 to provide for Christian fellowship for those of like faith;

ARTICLE 4.1.7 to spread the Word of God according to the teachings of the Apostles;

ARTICLE 4.1.8 to convert souls to the Lord Jesus Christ; and

ARTICLE 4.1.9 to promote Biblical Christianity at home and in foreign lands.

## ARTICLE 5 // POWERS

ARTICLE 5.1 **Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 5.2, below, the Church shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other churches, corporations, firms, agencies or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

ARTICLE 5.2 **General Restrictions on Powers:** The following restrictions shall exist upon the powers of the Senior Pastor, Board of Trustees, Board of Elders, officers, and others:

ARTICLE 5.2.1 No part of the net earnings of the Church shall inure to the benefit of any Trustee, Elder or officer of the Church, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Church affecting one or more of its purposes), and no Trustee, Elder or officer of the Church, or any other individual shall be entitled to share in any distribution of any of the Church's assets on dissolution of the Church or otherwise. No substantial part of the activities of the Church shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Church shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 5.2.2 No part of the assets of the Church shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private member or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE 5.2.3 This Constitution specifically prohibits any grants or loans to any Trustee, Elder, or officer of the Church.

ARTICLE 5.2.4 On dissolution of the Church, all of its assets shall be paid over or transferred to a qualified 501(c)(3) nonprofit organization, or one or more exempt organizations of the kind described in Section 501(c)(3) of the Code (or the corresponding section of any other Internal Revenue Code or federal revenue law hereafter in effect), as provided in ARTICLE 19.

ARTICLE 5.2.5 Notwithstanding any other provisions of this Constitution, the Church shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future Internal Revenue Code or federal revenue law). Furthermore, in any year in which the Church constitutes a private foundation as defined in Section 509(a) of the Code, other than a private operating foundation, as that term is defined in Code Section 4942(j)(3), the following requirements or prohibitions shall exist upon the Church:

- a) The Church shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax and undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.
- b) The Church shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.
- c) The Church shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.
- d) The Church shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

- e) The Church shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE 5.3 **Religious Restrictions on Power:** Notwithstanding anything in this Constitution to the contrary, the Church shall have no power to do any act that is inconsistent with its religious beliefs, as stated in Section 6.1, or its purposes, as enumerated in ARTICLE 4 and Section 6.1.14.

## **ARTICLE 6**

### **// STATEMENT OF FAITH**

ARTICLE 6.1 **Statement of Faith:** For the purpose of general unity, this Church and its members adopt the following Statement of Faith:

ARTICLE 6.1.1 **Holy Bible** – The Holy Bible (the “Bible”), and only the Bible, is the authoritative Word of God. It alone is the final authority in determining all doctrinal truths. In its original writing, as provided in 2 Timothy 3:15-17; 2 Peter 1:20,21; Proverbs 30:5; Romans 16:25,26; it is inspired, infallible, and inerrant.

ARTICLE 6.1.2 **Trinity** – There is one God, eternally existent in three persons: Father, Son, and Holy Spirit. These three are coequal and coeternal. (1 John 5:7; Genesis 1:26; Matthew 3:16,17, 28:19; Luke 1:35; Isaiah 9:6; Hebrews 3:7-11)

ARTICLE 6.1.3 **Jesus Christ** – Jesus Christ is God the Son, the second person of the Trinity. On earth, Jesus was 100 percent God and 100 percent man. He is the only man ever to have lived a sinless life. He was born of a virgin, lived a sinless life, performed miracles, died on the cross for mankind, and thus, atoned for our sins through the shedding of His blood. He rose from the dead on the third day according to the Scriptures, ascended to the right hand of the Father, and will return again in power and glory. (John 1:1,14, 20:28; 1 Timothy 3:16; Isaiah 9:6; Philippians 2:5,6; 1 Timothy 2:5; Hebrews 7:26; 1 Peter 2:22)

ARTICLE 6.1.4 **Virgin Birth** – Jesus Christ was conceived by God the Father, through the Holy Spirit (the third person of the Trinity) in the Virgin Mary’s womb; therefore, He is the Son of God. (Isaiah 7:14; Matthew 1:18,23-25; Luke 1:27-35)

ARTICLE 6.1.5 **Redemption** – Man was created good and upright, but by voluntary transgression he fell, incurring both physical and spiritual death. His only hope of redemption is in Jesus Christ, the Son of God. (Genesis 1:26-31, 3:1-7; Romans 3:23, 5:12-21, 6:23)

ARTICLE 6.1.6 **Regeneration** – For anyone to know God, regeneration by the Holy Spirit is absolutely essential. (John 6:44,65)

ARTICLE 6.1.7 **Salvation** – We are saved by grace through faith in Jesus Christ: His death, burial, and resurrection. Salvation is a gift from God, not a result of our good works or of any human efforts. (Ephesians 2:8,9; Galatians 2:16, 3:8; Titus 3:5; Romans 10:9,10; Acts 16:31; Hebrews 9:22)

ARTICLE 6.1.8 **Repentance** – Repentance is the commitment to turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation. (Acts 2:21, 3:19; 1 John 1:9)



ARTICLE 6.1.9 **Sanctification** – Sanctification is the ongoing process of yielding to God’s Word and His Spirit in order to complete the development of Christ’s character in us. It is through the present ministry of the Holy Spirit and the Word of God that the Christian is enabled to live a godly life. (1 Thessalonians 4:3, 5:23; 2 Corinthians 3:18, 6:14-18; 2 Thessalonians 2:1-3; Romans 8:29, 12:1,2; Hebrews 2:11)

ARTICLE 6.1.10 **Jesus’ Blood** – The blood that Jesus Christ shed on the cross of Calvary was sinless and is 100 percent sufficient to cleanse mankind of all sin. Jesus allowed Himself to be punished for both our sinfulness and our sins, enabling all those who believe to be free from the penalty of sin, which is death. (1 John 1:7; Revelation 1:5, 5:9; Colossians 1:20; Romans 3:10,12,23, 5:9; John 1:29)

ARTICLE 6.1.11 **Jesus Christ Indwells All Believers** – Christians are people who have invited the Lord Jesus Christ to come and live inside them by His Holy Spirit. They relinquish the authority of their lives over to Him, thus making Jesus the Lord of their life as well as Savior. They put their trust in what Jesus accomplished for them when He died, was buried, and rose again from the dead. (John 1:12, 14:17,23, 15:4; Romans 8:9-11; Revelation 3:20)

ARTICLE 6.1.12 **Baptism in (or filling of) the Holy Spirit** – Given at Pentecost, baptism in (or filling of) the Holy Spirit is the promise of the Father, sent by Jesus after His ascension, to empower the Church to preach the gospel throughout the whole earth. (Joel 2:28,29; Matthew 3:11; Mark 16:17; Acts 1:5; 2:1-4,17,38,39. 8:14,17, 10:38,44-47, 11:15-17, 19:1-6)

The baptism in (or filling of) the Holy Spirit, which comes with the endowment of power for life and service and with the bestowment of gifts and their use in the work of ministry (Luke 24:49; Acts 1:4-8; 1 Corinthians 12:1-31), may occur at the same time as the experience of the new birth or it may come as a subsequent experience at a later time. (Same time: Acts 10:44-46, 11:14-16; Subsequent time: John 20:19-23; Acts 2:4, 8:5-19, 9:4-19, 19:1-6)

All believers are entitled to and should ardently expect and earnestly seek the continual filling of the Holy Spirit. (Acts 4:31, 13:52; Ephesians 5:18)

With the filling of the Holy Spirit comes a deepened reverence for God (Acts 2:43), an overflowing fullness of the spirit (John 7:37-39; Acts 4:8), an intensified consecration to God and dedication to His work (Acts 2:38-47), and a more active love for Christ, for His Word, and for the lost. (John 14:26, 15:20-27, 16:13-15; Acts 1:8; Galatians 5:22-23)

ARTICLE 6.1.13 **Gifts of the Holy Spirit** – The Holy Spirit is manifested through a variety of spiritual gifts to build and sanctify the Church, demonstrate the validity of the resurrection, and confirm the power of the gospel. The Biblical listings of these gifts are not necessarily exhaustive, and the gifts may occur in various combinations. All believers are commanded to earnestly desire the manifestation of the gifts in their lives. These gifts always operate in harmony with the Scriptures and should never be used in violation of biblical parameters. (Hebrews 2:4; Romans 1:11, 12:4-8; Ephesians 4:16; 2 Timothy 1:5, 4:14; 1 Corinthians 12:1-31, 14:1-40; 1 Peter 4:10)

ARTICLE 6.1.14 **The Church** – The Church is the Body of Christ, the habitation of God through the Spirit. The primary purposes of the Church are three-fold:

- a) To be an agency of God for evangelizing the world and making disciples. (Acts 1:8; Matthew 28:19,20)
- b) To be a corporate body in which people may worship God. (1 Corinthians 12:13)
- c) To be a channel of God’s purpose to build a body of saints being perfected in the image of His Son. (Ephesians 4:11-16; 1 Corinthians 12:28, 14:12)
- d) Every person who is born of the Spirit is an integral part of the Church as a member of the body of believers. There is a spiritual unity of all believers in our Lord Jesus Christ. (Ephesians 1:22, 2:19-22; Hebrews 12:23; John 17:11,20-23)

ARTICLE 6.1.15 **Two Sacraments:**

- a) **Water Baptism** – Following faith in the Lord Jesus Christ, the new convert is commanded by the Word of God to be baptized in water in the name of the Father and of the Son and of the Holy Spirit (Matthew 28:19; Acts 2:38). While we do not argue with our brothers and sisters who believe in several modes of water baptism, we are convinced that the Scriptural examples, types of symbolism, point consistently to baptism by immersion in water. (Matthew 3:16; Acts 8:38,39; Romans 6:1-4; 1 Corinthians 10:1,2)
- b) **The Lord's Supper** – The Lord's Supper a unique time of Communion in the presence of God when the elements of bread and the cup (the body and blood of the Lord Jesus Christ) are taken in remembrance of Jesus' sacrifice on the cross. (Matthew 26:26-29; Mark 16:16; Acts 8:12,36-38, 10:47,48; 1 Corinthians 10:16, 11:23-25)

ARTICLE 6.1.16 **Healing of the Sick** – Healing of the sick is illustrated in the life and ministry of Jesus and included in the commission of Jesus to His disciples. It is given as a sign which is to follow believers. It is also a part of Jesus' work on the cross and one of the gifts of the Spirit. (Psalm 103:2-3; Isaiah 53:5; Matthew 8:16,17; Mark 16:17,18; Acts 8:6,7; James 5:14-16; 1 Corinthians 12:9,28; Romans 11:29)

We believe in private and public prayers for the sick. We believe that God's healing comes through His direct intervention, through natural bodily processes, and through physicians and medical science. (Isaiah 53:4; 1 Peter 2:24; Luke 4:18,19)

ARTICLE 6.1.17 **God's Will for Provision** – It is the Father's will for believers to become whole, healthy, and successful in all areas of life. But because of the Fall, many may not receive the full benefits of God's will while on the earth. That fact, though, should never prevent all believers from seeking the full benefits of Christ's provision in order to better serve others. As such, the Church shall strive to enable its Members to receive the full benefits of the following provisions:

- a) Spiritual provision (John 3:3-11; 2 Corinthians 5:17-21; Romans 10:9,10)
- b) Mental and emotional provision (2 Timothy 1:7, 2:11; Philippians 4:7,8; Romans 12:2; Isaiah 26:3)
- c) Physical provision (Isaiah 53:4,5; Matthew 8:17; 1 Peter 2:24)
- d) Financial provision (Joshua 1:8; Malachi 3:10,11; Luke 6:38; 2 Corinthians 9:6-10; Deuteronomy 28:114; Psalm 34:10, 84:11; Philippians 4:19)

ARTICLE 6.1.18 **Resurrection** – Jesus Christ was physically resurrected from the dead in a glorified body three days after His death on the cross. In addition, both the saved and the lost will be resurrected: they that are saved to the resurrection of life and they that are lost to the resurrection of eternal damnation. (Luke 24:16,36,39; John 2:19-21, 20:26-28, 21:4; Acts 24:15; 1 Corinthians 15:42,44; Philippians 1:21-23; 3:21)

ARTICLE 6.1.19 **Heaven** – Heaven is the eternal dwelling place for all believers in the gospel of Jesus Christ. (Matthew 5:3,12,20, 6:20, 19:21, 25:34; John 17:24; 2 Corinthians 5:11; Hebrews 11:16; 1 Peter 1:4)

ARTICLE 6.1.20 **Hell** – After living one life on earth, the unbelievers will be judged by God and sent to hell where they will be eternally tormented with the devil and the fallen angels. (Matthew 25:41; Mark 9:43-48; Hebrews 9:27; Revelation 14:9-11, 20:12-15, 21:8)

ARTICLE 6.1.21 **Second Coming** – Jesus Christ will physically and visibly return to earth for the second time to establish His kingdom. This will occur at a date undisclosed by the Scriptures. (Matthew 24:30, 26:63,64; Acts 1:9-11; 1 Thessalonians 4:15-17; 2 Thessalonians 1:7,8; Revelation 1:7)

ARTICLE 6.1.22 **Gender, Marriage, and Sexuality** – We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen. 1:26-27) Rejection of one’s biological sex is a rejection of the image of God within that person.

We believe that the term “marriage” has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen. 2:18-25) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. ( 1 Corinthians 6:18; 7:2-5; Hebrews 13:4) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matt. 15:18-20; 1 Corinthians 6:9-10)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Romans 10:9-10; 1 Corinthians 6:9-11)

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of Good Shepherd Church.

ARTICLE 6.1.23 **Final Authority for Matters of Belief and Conduct** – The Statement of Faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and proper conduct of mankind is the sole and final source of all that we believe. For purposes of Good Shepherd Church’s faith, doctrine, practice, policy and discipline, our Senior Pastor supported by the Elders are Good Shepherd Church’s final interpretive authority on the Bible’s meaning and application.

ARTICLE 6.2 **Modifications to the Statement of Faith.** The Statement of Faith may be amended, modified, and provisions may be added to it, or deleted from it, at the direction of the Senior Pastor and the affirmative vote of two-thirds (2/3) of the Elders.

## **ARTICLE 7**

### **// MEMBERSHIP**

ARTICLE 7.1 **Requirements for Membership.** Any person who believes in and accepts Jesus Christ as his personal Savior and Lord, who is endeavoring to follow Him in his or her daily life, who subscribes to the Statement of Faith of the Church, and who makes an annual financial contribution to the Church, shall be eligible for membership in the Church.

ARTICLE 7.2 **Admission to Membership** A prospective member shall initiate the admission process by requesting membership in the Church. A prospective member may also submit a letter of recommendation from another church if he or she so desires. Prospective members shall attend a membership orientation class scheduled by the Senior Pastor. To obtain membership, upon completion of the membership orientation class, a prospective member shall: (i) make a public confession of faith in Jesus Christ; (ii) demonstrate to the satisfaction of the Senior Pastor that such prospective member is endeavoring to follow Jesus Christ’s example in his or her daily life; (iii) publicly subscribe to the Statement of Faith of the Church; and (iv) make a financial contribution to the Church (collectively the “Admission Requirements”). Once the Senior Pastor is satisfied a prospective member has fulfilled the Admission Requirements, the prospective member shall be publicly received at a regularly scheduled worship service, and his or her name shall be placed on the Church membership records (thereby, becoming a “Member”).

**ARTICLE 7.3 Voting Powers of Members.** Members in good standing, eighteen years of age or older, shall be eligible to vote for matters as provided in this Constitution once such Member has been in membership for six (6) months and has received an annual contribution statement (a "Voting Member"). To be in good standing, a Member must not be subject to admonition or discipline as provided in Section 7.4, below, and must be endeavoring to the satisfaction of the Senior Pastor, as determined in the Senior Pastor's and Board of Elders sole discretion, to follow Jesus Christ's example in their life. At any meeting in which the Members shall be entitled to vote, only those Voting Members who shall present an annual contributions statement dated within the previous twelve (12) months and, if asked, make a public confession of faith in Jesus Christ shall be entitled to vote. A Voting Member's right to vote shall automatically terminate at the end of any calendar year in which such Voting Member fails to make a financial contribution to the Church that is recorded in the Church's financial records. Members' voting rights are described in ARTICLE 11, relating to the selection of a new Senior Pastor, and Section 13.5, relating to nominations for the Board of Elders. Members shall have no other voting rights.

**ARTICLE 7.4 Admonishment and Discipline of Members.** The Senior Pastor and Board of Elders shall admonish and discipline those Members who willfully neglect their duties to the Church or who err in doctrine or conduct. The Senior Pastor shall also correct, admonish and, if necessary, discipline those Church attendees who err in doctrine or conduct. All members and Church attendees, by virtue of their membership and or Church attendance, consent to receive and accept such admonishment and discipline. Discipline shall be administered in the Spirit of Christ, as provided in Matthew 18:15-18, with due regard for the welfare of the individual as well as the Church. The Senior Pastor and the Elders, alone, have the authority to admonish and discipline the Members.

**ARTICLE 7.5 Termination of Membership:**

**ARTICLE 7.5.1 Grounds for Termination.** A Member's membership in the Church shall be terminated upon the occurrence of any one of the following:

- a) the passing of one year without a record by the Church of any financial contribution by the Member to the Church;
- b) a Member's written request;
- c) by becoming a member of another church;
- d) by action of the Elders, for good and sufficient cause; and
- e) death.

Only the Senior Pastor and the Elders have the authority to terminate a member's membership in the Church.

**ARTICLE 7.5.2 Process for Termination.** A Member's membership in the Church shall be terminated upon the recommendation of the Senior Pastor and the affirmative vote of a majority of the Elders.

**ARTICLE 8  
// GOVERNMENT**

**ARTICLE 8.1 Governance.** The Church is governed by the office of the Senior Pastor, the Board of Trustees, the Voting Members of the Congregation, and, if necessary, the Overseers.

**ARTICLE 8.2 Role of Senior Pastor.** The Senior Pastor's Office shall oversee the day-to-day ministry of the Church in accordance with ARTICLE 9 and ARTICLE 14, below.

**ARTICLE 8.3 Role of Trustees.** The Trustees shall assist through counsel the President (Senior Pastor) in the making and oversight of major financial decisions of the Church, and are to assist in setting policy in the Church's management pursuant to ARTICLE 10 and ARTICLE 14, below.

ARTICLE 8.4 **Role of Congregation.** The Voting Members of the Congregation determine the spiritual tone, strength, and direction of the Church by wisely selecting the Senior Pastor pursuant to ARTICLE 11, below, and by nominating Elders as provided in Section 13.5, below.

ARTICLE 8.5 **Role of Overseers.** The Board of Overseers are to protect the Church through counsel and prayer, and, if required, shall admonish and discipline the Senior Pastor, pursuant to Section 17.2, below.

ARTICLE 8.6 **Role of Elders.** The Elders are not a governing board of the Church. They do, however, play a key role in the spiritual life and development of the Church, as provided in ARTICLE 13, below.

## **ARTICLE 9**

### **// SENIOR PASTOR OF THE CHURCH AND PRESIDENT OF THE CORPORATION**

ARTICLE 9.1 **Qualifications of the Senior Pastor.** The Senior Pastor must be a male, who is either a licensed, ordained, or recognized minister of the gospel, and who is endeavoring to follow Jesus Christ's example in his daily life.

ARTICLE 9.2 **Dual Role of Senior Pastor.** The Church has two complimentary branches, the spiritual body of believers, under the direction of the office of the Senior Pastor, and the legal Corporation, under the direction of the office of the President. It is the Senior Pastor who holds both offices, and administratively bridges the gap between these two branches. Even though the dual roles are sometimes awkward, because the Senior Pastor is primarily responsible for the spiritual life of the Church, the Senior Pastor must be in a position to ensure the financial strength of the Church is sufficient to accomplish the ministries of his choice.

#### **ARTICLE 9.3 Office of Senior Pastor:**

ARTICLE 9.3.1 **Responsibilities of Senior Pastor.** It is the Senior Pastor's responsibility to:

- a) provide biblical vision and direction for the Congregation;
- b) define and communicate the Church's purpose;
- c) oversee and coordinate the day-to-day ministry of the Congregation and administration of the Church;
- d) nominate members of the Board of Overseers pursuant to Sections 12.3 and 12.4;
- e) recognize and enlist apostolic, prophetic, evangelistic, pastoral, and teaching ministries (the "five-fold ministry"), along with appointing Elders, Deacons and Ministry Leaders, and additional staff members as he deems biblical and necessary for a healthy and balanced spiritual ministry to the body of believers;
- f) select Trustees pursuant to Section 10.3.2 who will help oversee the corporate business of the Church;
- g) staff the Church as he deems necessary to help administrate the corporate affairs of the Church; and
- h) appoint Elders, and veto any nominations to the Board of Elders pursuant to Section 13.5.

ARTICLE 9.3.2 **Senior Pastor's Spiritual Leadership.** The Senior Pastor may work with the Overseers, Elders, Deacons and Ministry Leaders, or anyone serving in any fivefold ministry offices as outlined in Ephesians 4:11-13 in any way that he determines is biblical. In addition, he may budget monies, hire staff, develop projects or ministries, and create small groups or other specialized ministries according to his convictions and biblical understanding. He shall have the authority to appoint and approve any assistants that are necessary to properly carry on the work of the Church.

ARTICLE 9.3.3 **Senior Pastor's Responsibility for Services.** The Senior Pastor shall determine the times, order, and leadership of all Church services. No person shall be invited to speak, teach, or minister at a service held in Church-owned facilities, or in the name of the Church, without approval of the Senior Pastor or the appropriate member of the established Church ministry team.

#### ARTICLE 9.4 **Office of President:**

ARTICLE 9.4.1 **President.** The headship of the Church is found in the Lord Jesus Christ and in its Senior Pastor, who shall serve as the President and Chief Executive Officer of the Church. If possible, he shall preside at all meetings of the Board of Trustees and shall see that all orders and resolutions of the Trustees are put into effect. He shall execute in the name of the Church all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Trustees. He shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

ARTICLE 9.4.2 **Role with Trustees.** The Senior Pastor is the non-voting chairman of the Board of Trustees. He is responsible for calling the meetings and determining the agenda in consultation with the Trustees. The President shall make selections to the Board of Trustees from the Church membership as provided in Section 10.3.2.

ARTICLE 9.4.3 **Role in Administration.** The Senior Pastor is the senior administrator of the Church. He is ultimately responsible for all day-to-day administrative decisions of his Church.

ARTICLE 9.4.4 **Role with Staff.** The Senior Pastor hires, directs, and dismisses Church staff. As the Senior Pastor, his call is confirmed to the Church through the Voting Members of the Congregation, and those hired through him are to assist him in fulfilling this calling.

ARTICLE 9.4.5 **Role in Establishing Salaries.** The Senior Pastor shall determine all salaries and pay scales for full-time salaried employees. Pay scales shall be explained to new full-time salaried employees and, should they ever be changed, they will be given in writing to the affected employees. Severance pay agreements, if any, must be given to the employee in writing. In addition, all part-time salaries and hourly wages are variable and are to be determined between the President and the employee.

ARTICLE 9.4.6 **Salary Exceptions.** The salary of the Senior Pastor is to be on a pay scale consistent with the pay scale established for the other members of the pastoral team and is to be determined and approved by the Board of Trustees, as provided in Section 10.4.2, below.

ARTICLE 9.4.7 **Optional Additional Benefits.** After the Senior Pastor has served for a minimum of ten consecutive years, the Trustees may provide additional benefits, which are unique to the Senior Pastor position (i.e. retirement accounts, bonus pay, etc.). The Trustees, and not the Senior Pastor, must initiate these benefits or any others like them. Such benefits are optional and not required to be provided. They are purely an attempt to reward many years of faithful service.

ARTICLE 9.4.8 **Budget.** The Senior Pastor shall prepare an annual budget for the Church based upon and not to exceed the previous year's gross income from tithes, offerings, interest, and investments. The budget shall account for, but is not limited to, the basic financial needs of the Church, such as salaries, benefits, taxes, utilities, insurance, mortgages, leases, missions, benevolence, and other department financial allocations. The Senior Pastor is free to reflect his values and wisdom in setting the budget.

ARTICLE 9.4.9 **Expenditures.** Budgeted amounts are not to be considered actual monies available. The Senior Pastor may only spend those funds that are actually available to the Church. The Senior Pastor may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the Church. Should the Church borrow money, the Trustees may give the Senior Pastor authority to spend those monies on the project for which the funds were borrowed. All undesignated monies that are available to the Church above budgeted amounts are deemed discretionary and are available to the Senior Pastor, to be spent in his sole and absolute discretion, provided, however, that the Senior Pastor may only obligate such undesignated funds that are currently on hand and consistent with Section 10.4.1.

## **ARTICLE 10**

### **// TRUSTEES OF THE CORPORATION**

ARTICLE 10.1 **General Powers of Trustees.** The Board of Trustees (collectively, the "Trustees") shall manage the major financial affairs of the Corporation. The Trustees have a fiduciary obligation to the Church, as described, in part, in Sections 10.2 and 10.4 of this Article.

#### **ARTICLE 10.2 Functions of Trustees:**

ARTICLE 10.2.1 **Facilities.** The Trustees shall oversee the purchase, construction, and repair of physical facilities needed by the Church. The Trustees shall also coordinate all construction projects requiring a loan.

ARTICLE 10.2.2 **Exclusive Authority.** The Trustees are the only body within the Church with the authority to (1) buy and sell real estate, (2) borrow money, or (3) enter into any real estate leases.

ARTICLE 10.2.3 **Budget.** The Trustees are to provide counsel to the Senior Pastor regarding the major financial affairs of the Church.

ARTICLE 10.2.4 **Senior Pastor's Salary.** The Trustees shall set and review the Senior Pastor's annual salary, as provided in Section 10.4.2, below.

ARTICLE 10.2.5 **Staff Loans.** Any employee of the Church requesting financial assistance from the Church in the form of a loan must first get permission from the Senior Pastor to apply for the loan. The Trustees shall then review the application. All terms and conditions of any loan must be approved by a majority of the Trustees. No loans shall be made to any officer or Trustee of the Church.

#### **ARTICLE 10.3: Qualifications, Number, Selection, Term, and Removal of Trustees:**

ARTICLE 10.3.1 **Qualifications.** A Trustee must be a Voting Member of the Church who is endeavoring to follow Jesus Christ's example in his or her daily life. Both men and women may serve as Trustees. Trustees may not be employees or staff members of the Church, nor can they be related by blood or marriage to employees or staff members of the Church.

ARTICLE 10.3.2 **Number and Selection.** The Board of Trustees shall be composed of five (5) to nine (9) members, as determined in the Senior Pastor's sole and absolute discretion, provided, however, that the Board of Trustees shall always have an odd number of members. The Senior Pastor shall appoint all members of the Board of Trustees, with the approval of the Board of Elders as provided in Section 13.9.

ARTICLE 10.3.3 **Term.** Trustees shall be appointed to serve for two-year terms. After serving a two-year term, a Member is eligible to serve as a Trustee again at the sole and absolute discretion of the Senior Pastor in accordance with Section 10.3.2.

ARTICLE 10.3.4 **Removal.** The Senior Pastor may dismiss Trustees for cause, when, in the Senior Pastor's sole and absolute discretion, such Trustee does not satisfy the Qualifications of a Trustee as set forth in Section 10.3.1. The Senior Pastor may also dismiss Trustees without cause, but at a rate that does not exceed one dismissal every six months. The Elders are not required to approve pastoral dismissals of Trustees. Any Member appointed to fill the dismissed Trustee's term shall be appointed and confirmed in accordance with Section 10.3.2, above, and shall serve for the duration of the dismissed Trustee's term. In the event that the office of Senior Pastor is vacant, the Secretary may appoint or dismiss Trustees subject to the same limitations that apply to appointments and dismissals by the Senior Pastor in accordance with this Section 10.3.4.

ARTICLE 10.3.5 **Exclusive Role.** Because of their responsibility for the major financial decisions of the Corporation, Trustees must resign their position on the Board of Trustees if they, or a person related by blood or marriage, ever become a staff member or take any other paid position within the Church. Volunteer work within the Church is encouraged, but paid positions may constitute a conflict of interest.

#### ARTICLE 10.4 **Financial Guidelines of Trustees:**

ARTICLE 10.4.1 **Monies Available to Trustees.** In order to provide for the physical needs of the church, the Trustees have available to them 100 percent of all unrestricted monies accumulated in any type of savings accounts (including stocks, bonds, CDs, mutual funds, etc.) and all assets in land and property. In addition, the Trustees may direct any expenditure up to 35 percent of the unrestricted income of the church from tithes, offerings, interest, and investments. Current unrestricted income is to be determined by the undesignated income of the previous fiscal year. From the 35 percent of church income at the Trustees' disposal, payments must be made on all debts and real estate leases of the Corporation.

ARTICLE 10.4.2 **Senior Pastor's Salary.** The Trustees shall have the sole authority to set the Senior Pastor's annual salary. To assist them in this responsibility, the Trustees shall establish a Compensation Committee. The Compensation Committee shall be comprised of between three (3) and five (5) members of Board of Trustees, as determined by the Trustees, provided, however that the Compensation Committee shall always be comprised of an odd number of members. The Compensation Committee shall review the Senior Pastor's salary on an annual basis, and, if necessary, recommend adjustments, bonuses, and additional benefits as determined by a majority vote of the members of the Compensation Committee. Any recommendations by the Compensation Committee shall be considered and reviewed by the Trustees at a special meeting of the Trustees within thirty (30) days. During such special meeting, the Trustees shall vote to either approve the Compensation Committee's recommendations, or otherwise set and establish the Senior Pastor's salary.

ARTICLE 10.4.3 **Debt Restrictions.** Before the Trustees may authorize the Church to borrow money or incur a lease obligation, the following conditions must first be met:

- a) *Minimum 25 percent down.* Should the Trustees choose to borrow money to facilitate the growth and or work of the Church, the Church must first accumulate 25 percent of the total price of the project for a down payment. In determining whether sufficient funds have been accumulated, either (1) amounts previously expended on the project to be financed from the process of such indebtedness will be deemed accumulated, or (2) amounts previously expended as principle reduction payments above minimum required payments on pre-existing loans during the 24 months prior to incurring additional debt will be deemed accumulated and credited toward the 25 percent.
- b) *Maximum 35 percent payment ceiling.* The combined totals of all monthly debt service and real estate lease payments, following the incurring of the indebtedness or lease obligation under consideration, may not exceed 35 percent of the prior year undesignated monthly income, as determined by the Secretary. The percentage shall be based on, but not limited to, tithes, offerings, investment income, and unrestricted gifts of the Church.



- c) *Lease to purchase allowance.* If indebtedness is being secured to build a structure that will relieve the Church of its need for a leased facility that will be vacated when the new building is completed, then the current lease commitment need not be calculated into the 35 percent expenditure limitation for 18 months. Thus, the Church is allowed 18 months for both construction and lease payments that, combined, exceed the 35 percent limit, only if there is compelling assurance that by the end of the 18month period it is reasonable to expect relief from the burden of the lease payment.
- d) *Income projections.* The Church may not set budgets, meet conditions for borrowing, or make any financial commitments based on upward projections of income.
- e) *Audit requirements.* If the Church wishes to borrow over \$250,000, the lender may require an audit to be performed by an independent certified public accountant. The financial limitations above must be based on the audited financial information.
- f) *Church plant exception.* If the Church has less than 12 months' financial history and wishes to borrow less than \$250,000, that decision may be based on the most current three months of financial history provided by the Treasurer. Even in this situation, the 25 percent down and 35 percent debt service ceilings must be met.

ARTICLE 10.4.4 **Financial Audit.** A committee shall perform an internal audit of the financial records, reporting and related procedures at least every three years, or sooner if deemed necessary by the Trustees. A Trustee shall serve as Chairman of the Audit Committee. The Committee shall include at least two additional persons to be appointed by the Trustees. Any person with the responsibilities of handling Church finances or bookkeeping shall not be eligible to serve on the Audit Committee, including the Treasurer.

ARTICLE 10.4.5 **Conflict of Interest.** To avoid any real or potential conflict of interest, all of the following criteria must be met for any business transaction to be made between a Trustee and the Church:

- a) the Trustee with whom the transaction is being considered is excluded from any discussions discussing the merits of the transaction, provided, however, that the Board of Trustees may authorize the Trustee with whom the transaction is being considered to make a presentation of the proposed transaction to the Board of Trustees and to answer questions put forth by the Board of Trustees;
- b) the Board of Trustees must consider competitive bids or comparable valuations;
- c) the Board of Trustees must act upon and demonstrate that the transaction is in the best interest of the Church;
- d) the transaction must be fully disclosed in the end-of-year audited financial statements of the Church;
- e) the Trustee with whom the transaction is being considered is excluded from the Board of Trustees vote on the proposed transaction.

#### ARTICLE 10.5 **Trustee Meetings:**

ARTICLE 10.5.1 **Frequency of Meetings.** A meeting of the Trustees shall be held at least twice a year. The Senior Pastor or any Trustee may call a meeting at any time.

ARTICLE 10.5.2 **Quorum and Act.** A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the Trustees at any meeting in which the quorum requirement is satisfied shall be the act of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting without further notice until a quorum shall be established.

ARTICLE 10.5.3 **Leadership of Meetings.** The Senior Pastor is to attend and lead each Board of Trustees meeting, if possible. If the Senior Pastor is unable to attend any meeting of the Board of Trustees, the Secretary shall lead the meeting. If neither the Senior Pastor nor the Secretary is able to lead the meeting, the Trustees shall choose a leader for that meeting and proceed in order, with the appointed leader keeping minutes for the record. Any motions passed and recorded in a meeting without the Senior Pastor or the Secretary may not take effect until the following meeting with either the Senior Pastor or the Secretary present when the minutes of the previous meeting are approved.

ARTICLE 10.5.4 **Location of Meetings.** Any meeting of the Trustees may be held at such place or places as shall from time to time be determined by the Trustees or fixed by the Senior Pastor and designated in the notice of the meeting.

ARTICLE 10.5.5 **Written Notice of Meetings.** Whenever, under the provisions of a statute or the Articles of Incorporation or this Constitution, a written notice is required to be given to any Trustee: (1) such notice may be given in writing by fax, mail or e-mail at such fax number, address or e-mail address as appears on the books of the Church, and such notice shall be deemed to be given at the time the notice is actually received, faxed, mailed or e-mailed; (2) the person entitled to such notice may waive the notice by signing a written waiver either before, at, or after the time of the meeting; and (3) the appearance of such person or persons at the meeting shall be equivalent to signing a written waiver of notice.

ARTICLE 10.5.6 **Regular Meetings.** The Trustees may establish regular meetings. No notice shall be required for any regularly scheduled meeting.

ARTICLE 10.5.7 **Trustee Action Without Meeting.** Any action, which may be taken at a meeting of the Trustees, may be taken without a meeting if a consent in writing setting forth the action taken is signed by all the Trustees and such action shall be effective as of the date specified in the written consent.

ARTICLE 10.5.8 **Teleconferencing.** At any meeting of the Trustees, any person may participate in the meeting by telephone provided all Trustees present at the meeting or by telephone can hear and speak to each other simultaneously. Participation by telephone shall be equivalent to attending the meeting in person.

ARTICLE 10.6 **Compensation of Trustees.** Trustees shall not receive any salaries for their services.

## **ARTICLE 11**

### **// CONGREGATION**

**ARTICLE 11.1 General Authority to Select a New Senior Pastor.** The Voting Members of the Congregation have two methods for selecting a new Senior Pastor for the Church, in the event a new Senior Pastor is needed. The first method involves the participation of the departing Senior Pastor. The second does not.

**ARTICLE 11.2 Congregational Process With Departing Senior Pastor's Participation:** If the Senior Pastor is in good standing with the church and is removing himself because of retirement, relocation, or for other similar reasons, the new Senior Pastor shall be selected as follows:

**ARTICLE 11.2.1 First Potential Replacement.** The Senior Pastor may choose one, but no more than two, potential replacements. The first potential replacement shall speak in each of the primary services of two consecutive calendar weeks, and is to be available for the one (1) interim week for questions and interviews at the sole discretion of the Senior Pastor and the Board of Elders. At the conclusion of the potential replacement's speaking opportunities, the Senior Pastor may formally recommend the potential replacement to the Congregation in a follow-up meeting of the membership, called for the purpose of voting on the potential replacement. The departing Senior Pastor and potential replacement shall leave such meeting prior to the Members' vote on the potential replacement. Once the Senior Pastor and potential replacement have left the meeting, the Secretary shall oversee a vote of the Voting Members on the potential replacement by secret ballot. Voting rights shall be established in accordance with Section 7.3, above. The affirmative vote of two-thirds (2/3) of the Voting Members present at such meeting is required for the potential replacement to be accepted as the new Senior Pastor.

**ARTICLE 11.2.2 Second Potential Replacement.** If the first potential replacement is not accepted, the second potential replacement selected by the departing Senior Pastor shall be afforded the same speaking opportunity and membership vote as the first potential candidate.

**ARTICLE 11.2.3 Default.** If the second potential candidate is not accepted by the Voting Members, the process outlined in Section 11.3 below shall be followed.

**ARTICLE 11.3 Congregational Process Without Departing Senior Pastor's Participation:** If the Senior Pastor is removed by the Overseers, deceased, or cannot or will not participate in the selection process of the new Senior Pastor, for any reason, or if the Voting Members of the Congregation do not approve of the departing Senior Pastor's potential replacements, the new Senior Pastor shall be selected as follows:

**ARTICLE 11.3.1 Meeting of the Membership.** The Secretary, or another person appointed by the Board of Trustees for such purpose, is to immediately call a meeting of the Members by making an announcement during the primary weekend Church worship service. The meeting is to be held in the Church building within two weeks of the announcement.

**ARTICLE 11.3.2 Formation of Pastoral Selection Committee.** At the meeting of the Members called pursuant to Section 11.3.1, above, the Voting Members of the Church shall elect a Pastoral Selection Committee of nine Members, to include two men and two women from the general membership, two members of the Board of Elders, and the three most senior full-time pastoral staff members. If there are not three full-time pastoral staff members, the Voting Members may select Members for those positions that are familiar with the day-to-day work of the Church. The Pastoral Selection Committee itself is to vote and select a chairperson and co-chairperson. The Voting Members may elect additional staff members to the Pastoral Selection Committee to fill slots designated for the general membership if it so chooses.

**ARTICLE 11.3.3 Interim Pastor.** The Pastoral Selection Committee shall select an interim pastor or speaker(s) to conduct Church services as the Pastoral Selection Committee determines to be in the best interest of the Church. Neither the Pastoral Selection Committee, the interim pastor nor any guest speaker shall have the corporate powers of the President.

ARTICLE 11.3.4 **Congregational Vote.** The Pastoral Selection Committee is to recommend a new Senior Pastor to the Congregation as soon as an acceptable potential replacement is available. The potential replacement recommended by the Pastoral Selection Committee must satisfy the qualifications of the Senior Pastor, as set forth in Section 9.1, above, and be approved by three of the five members of the Board of Overseers before being presented to the membership of the Church. Once the committee recommends a potential replacement, such potential replacement may speak to the Church in every service for three weeks, after which time a meeting of the membership shall be publicly called for the purpose of voting on such potential replacement. Such meeting shall be held within seven (7) days, and shall be chaired by the Secretary. Once the potential replacement has left the meeting, the Secretary shall oversee a vote of the Voting Members on the potential replacement by secret ballot. Voting rights shall be established in accordance with the provisions of Section 7.3, above. The affirmative vote of two-thirds (2/3) of the Voting Members present at such meeting is required for the potential replacement to be accepted as the new Senior Pastor. If the potential replacement does not receive two-thirds (2/3) of the votes, the Pastoral Selection Committee shall seek another potential replacement.

ARTICLE 11.3.5 **Staff Administration During Transition.** During the selection process, members of the Church staff are to continue in their positions. Should staff or financial problems arise, the Secretary has authority to alter the roles of staff members, including dismissal if necessary, as the Secretary determines in his or her own best judgment. Once the new Senior Pastor is in place, he shall have full authority to select his own staff, replacing existing staff members, if he should choose.

## ARTICLE 12 //OVERSEERS

ARTICLE 12.1 **Requirements to be an Overseer.** The members of the Board of Overseers (each an "Overseer" and collectively, the "Overseers") must be men, who are either: (i) an active or retired Senior Pastor of a respected congregation, who knows and loves the Church and its Senior Pastor, or (ii) ministers known for apostolic wisdom and authority. They must agree to make themselves available at their own expense to serve the Church, if requested by the Elders, pursuant to Section 17.2, and must be willing to provide spiritual protection to the Church through prayer and by living an honorable Christian lifestyle.

ARTICLE 12.2 **Biblical Qualifications for Overseers.** "An Overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his own family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap." (1 Timothy 3:2-7)

ARTICLE 12.3 **Selection and Function of Overseers.** The Board of Overseers will be a team of five (5), pursuant to Section 12.1. The Senior Pastor shall nominate members of the Board of Overseers. The Elders must confirm such nominee prior to such nominee becoming a member of the Board of Overseers. The Senior Pastor is accountable to the Overseers, as provided in Section 17.2, in the event of alleged misconduct.

ARTICLE 12.4 **Appointing New Overseers.** Each year, the Senior Pastor may remove and replace one of the Overseers, with or without cause, at the Senior Pastor's discretion (a "discretionary replacement"), provided, however, that if an Overseer resigns or is no longer able to act as an Overseer by reason of death, disability or Church discipline, or for any other reason, the Senior Pastor may nominate a successor to such Overseer, which shall not be considered a discretionary replacement. If the Senior Pastor is currently under investigation or subject to discipline, pursuant to Section 17.2, below, the Senior Pastor shall not be entitled to make any discretionary replacement of an Overseer until such investigation and any resulting or ensuing discipline has been completed. The name and appointment of each Overseer, whether by discretionary replacement or necessity, shall be read into the minutes of the next meeting of the Board of Trustees.

## **ARTICLE 13**

### **//ELDERS**

ARTICLE 13.1 **Spiritual Role of Elders.** The Board of Elders (each an “Elder” and, collectively, the “Elders”) is to covenant together with the Congregation and the Senior Pastor for the development of the spiritual life of the Church. The Elders and their spouses are to be the primary protectors and encouragers of a positive spiritual climate within the Church body. The Elders are neither a governing nor a corporate board, but a spiritual board called to create and maintain stability in potentially negative situations.

ARTICLE 13.2 **Definition of Elders.** The Elders are men who function within the local Church but are not members of the pastoral staff of the Church. They are men who meet the biblical qualifications for eldership, as set forth in Section 13.4, and function in that calling, but they derive their income from sources other than the Church. The Senior Pastor shall determine the number of Elders, provided, however, that there shall be no less than six (6) Elders on the Board of Elders at all times.

ARTICLE 13.3 **Functions of Elders.** The Elders are to:

ARTICLE 13.3.1 maintain, and teach through their example, a Godly, Christian lifestyle;

ARTICLE 13.3.2 provide a prayer shield for the pastoral team and the local Church;

ARTICLE 13.3.3 defend, protect, and support the integrity of the pastoral team and the local Church;

ARTICLE 13.3.4 pray for the sick;

ARTICLE 13.3.5 mediate disputes among the brethren;

ARTICLE 13.3.6 provide counsel as needed;

ARTICLE 13.3.7 confirm or reject pastoral appointments to the Board of Trustees, as provided in Section 13.9, and the Board of Overseers, as provided in Sections 12.3 and 12.4;

ARTICLE 13.3.8 organize, implement, and execute licensing and ordination requirements and procedures;

ARTICLE 13.3.9 contact the Board of Overseers to initiate investigation and potential discipline of the Senior Pastor; and

ARTICLE 13.4 **Biblical Qualifications for Eldership.** An Elder must be a male Voting Member of the Church. An Elder must also be, blameless, the husband of but one wife, a man whose children believe and are not open to the charge of being wild and disobedient. Since an elder is entrusted with God’s work, he must be blameless – not overbearing, not quick-tempered, not given to drunkenness, not violent, not pursuing dishonest gain. Rather he must be hospitable, one who loves what is good, who is self-controlled, upright, holy, and disciplined. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it. (see Titus 1:6-9)

ARTICLE 13.5 **Nomination and Appointment to the Board of Elders.** The Senior Pastor shall appoint all Elders. The nomination and appointment process shall be preceded by a lesson on the biblical requirements of eldership by the Senior Pastor at a weekend service. At the conclusion of the service, those Voting Members of the Congregation present at the sermon shall submit anonymous nominations for the Board of Elders. The nominations will be collected and tallied by the Senior Pastor and his associates. The Senior Pastor will select the Elders from those Voting Members receiving the largest number of nominations, provided, however, that the Senior Pastor has the right, in his sole and absolute discretion, to reject any member’s nomination. The nomination process shall occur as often as an Elder’s term expires, or the Senior Pastor feels it necessary for new Elders to be added to the Board of Elders.

ARTICLE 13.6 **Four-Year Service Terms for Elders.** Elders are appointed to serve for a term of four years. At the conclusion of an Elder's term, the nomination and appointment process shall be repeated. There are no restrictions on the number of terms an Elder may serve. Any Elder that is renominated and appointed may serve as many times as the Congregation and Senior Pastor choose. However, should the Voting Members of the Congregation fail to renominate any certain Elder, the Senior Pastor may not appoint such Member to the Board of Elders.

ARTICLE 13.7 **Removal of an Elder.** An Elder may be removed by a special board established for that purpose (an "Elder Review Board"). The Elder Review Board shall be comprised of seven (7) Members of the Staff and Board of Elders. Four (4) members of the Elder Review Board shall be selected by the Senior Pastor; three (3) members of the Elder Review Board shall be selected by the accused Elder. The Senior Pastor may serve on the Elder Review Board, and shall oversee its procedures if he so chooses. An Elder Review Board shall be convened upon an accusation from two (2) or more Members of the Congregation, including the Senior Pastor, a staff member, or another Elder, that such accused Elder does not satisfy the biblical qualification for eldership as set forth in Section 13.4, above. The Elder Review Board shall hear the accusations and any response from the accused Elder in a closed meeting consisting of the Elder Review Board, the Senior Pastor, the accused, and accusers'. The Elder Review Board shall then vote on such accused Elder's biblical qualifications to serve as an Elder. Such vote shall be anonymous, and shall be administered by the Board of Elders. If five (5) or more members of the Elder Review Board determine the accused Elder does not meet the biblical qualifications of eldership, such Elder shall be removed from the Board of Elders and shall no longer serve as an Elder.

ARTICLE 13.8 **Replacement of Elders.** As long as the Board of Elders is comprised of at least six (6) Elders at all times, the Senior Pastor does not need to fill any vacancies in the Board of Elders, whether such vacancy is created by the expiration of an Elder's term, or the failure of an Elder to complete their term of service for any reason.

ARTICLE 13.9 **Elder's Confirmation of Trustees:** The Elders must approve all appointments to the Board of Trustees as made by the Senior Pastor. Upon the affirmative vote of a majority of the Elders, a potential Trustee shall be approved.

## **ARTICLE 14** **// OFFICERS**

ARTICLE 14.1 **Definition of Officers.** The officers of the Church shall include a President, a Secretary, and a Treasurer, and any other officer that the Trustees may authorize from time to time. The office of Secretary and Treasurer may be held by the same person.

### **ARTICLE 14.2 Appointment of Officers:**

ARTICLE 14.2.1 **Appointment of Senior Pastor and President.** The Senior Pastor and President shall be appointed in accordance with the provisions of ARTICLE 11, above. The Senior Pastor and President shall have the authority, duties and responsibilities set forth in ARTICLE 9.

ARTICLE 14.2.2 **Appointment of Secretary and Treasurer.** The Secretary and Treasurer are to be nominated by the Senior Pastor and approved by the affirmative vote of a majority of the Trustees. The term of this office is indefinite. Should the Trustees fail to approve the Senior Pastor's nomination, the Senior Pastor shall make further nominations until the Trustees approve a suitable candidate.

ARTICLE 14.2.3 **New Offices.** New offices subordinate to the office of Senior Pastor may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor has been duly elected and qualified.

ARTICLE 14.3 **Removal of Officers:**

ARTICLE 14.3.1 **Overseers' Responsibility for the President.** The Overseers of the Church may discipline or remove the Senior Pastor and President in accordance with Section 17.2.

ARTICLE 14.3.2 **Trustees' Responsibility for All Other Officers.** All other officers of the Church elected or appointed by the Senior Pastor or Board of Trustees, except for the Senior Pastor and President, may be removed by the Trustees whenever, in its sole and absolute judgment, the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE 14.4 **Powers of Officers:**

ARTICLE 14.4.1 **President.** The Senior Pastor and President shall have the power, authority, duties and responsibilities set forth in ARTICLE 9, above.

ARTICLE 14.4.2 **Secretary.** The Secretary should be a Trustee as well as an officer of the Church. The Secretary shall act as clerk and record (or have recorded) all votes and minutes of all proceedings of the Board of Trustees in a book to be kept for that purpose. The Secretary shall also oversee and record the votes of all meetings of the Members and any Elder Review Board. The Secretary shall oversee the keeping of the membership rolls of the Church, and in general perform the duties usually incident to the office of Secretary and such further duties as shall be prescribed from time to time by the Board of Trustees or by the President.

ARTICLE 14.4.3 **Treasurer.** The Treasurer shall oversee the financial and tax accounting books and records of the Church, and ensure that full and accurate accounts of the receipts and disbursements of the Church are maintained. Such financial and tax books shall belong to, and remain the property of, the Church. The Treasurer shall oversee the deposit of all monies and other valuable effects in the name, and to the credit of the Church in such banks and depositories as may be designated by the Board of Trustees. The Treasurer does not determine expenditures, but shall oversee the disbursement of the funds of the Church as may be directed by the Trustees or the President. The Treasurer shall perform the duties usually incident to the office of Treasurer and such other duties as may be prescribed from time to time by the Board of Trustees or by the President.

ARTICLE 14.4.4 **Cash Flow Statements.** The Treasurer is to work with the Senior Pastor to provide an annual cash flow statement that must accompany all annual contribution receipts given to Members. That report is to include the specific amounts of cash remunerations received from the Church paid to pastoral staff members. Taxable benefits, and other similar items provided to the pastoral staff may be grouped together, but the cash portion of the budget committed to pastoral salaries and pay packages must be reported.

ARTICLE 14.4.4.1 **Public Availability of Annual Financial Statements.** The Treasurer shall insure that current financial statements of the Church, if any, are available to anyone upon written request, and that the previous year's cash flow statements is available to all persons that made contributions to the Church in such year.

ARTICLE 14.4.4.2 **Trustees' Selection of Additional Officers.** In the absence of any officer of the Church, except the Senior Pastor and President, or for any other reason that may seem necessary to the Trustees, the Board of Trustees, by a majority vote, may delegate the duties and powers of that officer for the time being to any other officer or to any Trustee.

## **ARTICLE 15**

### **// BUSINESS PRACTICES**

ARTICLE 15.1 **Fiscal Year.** The fiscal year of the Church shall be the calendar year.

ARTICLE 15.2 **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church. Such authority may be general or may be confined to specific instances.

ARTICLE 15.3 **Checks, Drafts, or Orders.** All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents of the Church, and in such manner, as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, either the Secretary or the Senior Pastor of the Church may sign such instruments in accordance with their duties as outlined in this Constitution.

ARTICLE 15.4 **Deposits.** All funds of the Corporation shall be deposited to the credit of the Church in such banks, trust companies, or other depositories as the Board of Trustees may select in accordance with these Bylaws.

ARTICLE 15.5 **Gifts.** The Senior Pastor may accept on behalf of the Church any contribution, gift, bequest, or device for any purpose of the Church.

ARTICLE 15.6 **Books and Records.** The Church shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members, the Board of Trustees, committees having and exercising any of the authority of the Board of Trustees, Elder Review Boards, and any other committees or boards. The Secretary shall also maintain, at the principal office of the Church, a record of the names and addresses of all officers, Trustees, Elders, Overseers, and Members. The books and records of the Church may be inspected at any reasonable time, by any Member, for any proper purpose,

## **ARTICLE 16**

### **// CHURCH MINISTRY**

ARTICLE 16.1 **Minister Ordination and Licensing:**

ARTICLE 16.1.1 **Role of Board of Elders.** The Elders may ordain and or license a person as a minister of the gospel after first examining the applicant's background, his moral and religious character, and previous Bible courses and or independent study he has completed. Final determination shall be within the absolute discretion of the Board of Elders.

ARTICLE 16.1.2 **Application Through Board of Elders.** Application for ordination and or licensing as a minister of the gospel shall be on the form provided by the Elders. An application shall be either approved or denied within 30 days of the completion of the investigation of the applicant by the Board of Elders. Those applicants who are approved shall receive a certificate evidencing the approval.

ARTICLE 16.1.3 **Ability to Limit Ministry Validation.** The Elders of the Church may, at their own discretion, limit any licensee or ordained minister to an area of special emphasis.

ARTICLE 16.2 **Ministry Training.** The Senior Pastor and his staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare students in the knowledge of the Word of God and in ministering to people's needs through the gospel of Jesus Christ.



## **ARTICLE 17**

### **// CHURCH DISCIPLINE**

ARTICLE 17.1 **Discipline Within The Church.** The Senior Pastor, the pastoral staff, Trustees, Elders, and all Church Members and Church attendees are subject to admonishment and discipline by the Church. The pastoral staff, Trustee, Elders, Church Members and Church attendees shall be corrected, admonished, and disciplined as provided in Sections 7.4, 10.3.4 and 13.7. The pastoral staff, Trustees, Elders, Church Members and Church attendees hereby consents to such correction, admonishment, and discipline, and demonstrate such consent by their Church attendance, their continued service on the pastoral staff, and or their acceptance of a position on the Board of Trustees or the Board of Elders. The Senior Pastor shall be subject to correction, admonishment, and discipline as provided in Section 17.2, below. The Senior Pastor hereby consents to such correction, admonishment and discipline, and demonstrates such consent by his continued service as the Senior Pastor and President of the Church.

#### **ARTICLE 17.2 Disciplining the Senior Pastor:**

ARTICLE 17.2.1 **Criteria for Discipline.** Should the Senior Pastor demonstrate immoral conduct, questionable financial practices, or theological views that, in the opinion of a majority of the Elders, may require either personal correction or termination of his position, the Elders shall contact the Senior Pastor and then, if necessary, the Overseers for investigation and evaluation of any appropriate discipline.

ARTICLE 17.2.2 **Process for Investigation.** Should the Overseers be asked to investigate alleged pastoral misconduct, a consensus of three of the five Overseers is required to take disciplinary action. With such a consensus, the Overseers shall assume complete authority over the Senior Pastor; the Overseers may remove the Senior Pastor from his position or discipline him in any way the Overseers deem necessary. The Overseers have no authority in the Church unless contacted by the Elders, and then, only insofar as permitted under this Section 17.2.

ARTICLE 17.2.3 **Motivation.** It is the intention of the Church to protect the hearts of all persons involved in matters of pastoral discipline. With the method outlined above, the "sheep" never have to pass judgment upon their "shepherd."

## **ARTICLE 18**

### **// AMENDMENT OF CONSTITUTION**

This Constitution, comprising the bylaws of the Church, with the exception of ARTICLE 6, the Statement of Faith, may be altered, amended, or repealed, and a new Constitution may be adopted by the affirmative vote of seventy-five percent (75%) of the members of the Board of Trustees, at any regular meeting of the Trustees, provided, however the Trustees and Senior Pastor are given five (5) days' prior written notice of said meeting, with such notice to include the proposed changes to be made and an explanation of such changes. ARTICLE 6 of this Constitution, the Statement of Faith, may only be altered, amended, or repealed by the Senior Pastor and the affirmative vote of two-thirds of the serving Elders. This Constitution, with the exception of ARTICLE 6, the Statement of Faith, may also be altered, amended, or repealed, and a new Constitution may be adopted by a written consent signed by all of the Trustees.

**ARTICLE 19**  
**// DISSOLUTION**

ARTICLE 19.1 **General.** The Church may be dissolved upon the approval of the Senior Pastor and the affirmative vote of seventy-five percent (75%) of the members of the Board of Trustees.

ARTICLE 19.2 **Recipient of Church's Assets.** Upon dissolution of the Church, all of its assets shall be paid over or transferred to a qualified 501(c)(3) nonprofit organization, or one or more exempt organizations of the kind described in Section 501(c)(3) of the Code. The organization(s) to receive such property shall be designated by the Church's Board of Trustees. Any assets not so disposed of shall be disposed of by the District Court in and for the County of Larimer, in the State of Colorado, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The above Constitution and Bylaws were approved and adopted by the Board of Trustees of the Church on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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Secretary