



Bylaws

Revised: November 2003, September 2019

Amended: May 2007; July 2007; March 2018; July 2020

These Revised and Amended Bylaws ("Bylaws") govern the affairs of
Fellowship Evangelical Free Church of Knoxville, Tennessee,
a non-profit corporation ("Church")

Contents

Article I	Name of Corporation and Location of Offices.....	4
Article II	Purpose of the Corporation	4
Section 1	Statement of Purpose.....	4
Section 2	Not-for-Profit Status	4
Section 3	Prohibition Against Sharing in Corporate Earnings	4
Section 4	Prohibited Activity	4
Article III	Teaching and Preaching Ministry	5
Article IV	Board Membership	5
Article V	Church Membership	5
Section 1	Membership	5
Section 2	Membership Class	5
Section 3	Denial of Membership	5
Section 4	Acknowledgment of Members	5
Section 5	Discipline of Members.....	5
Section 6	Removal from Register of Members.....	5
Section 7	Special Meetings.....	6
Section 8	Annual Meeting	6
Section 9	Voting Rights	6
Article VI	Elders	7
Section 1	Rights and Responsibilities	7
Section 2	Number of Elders.....	8
Section 3	Selection and Term of Office	8
Section 4	Qualifications.....	9
Section 5	Removal or Resignation of Elders	9
Section 6	Meetings.....	9
Article VII	Corporate Officers	10
Section 1	Officers	10
Section 2	Selection and Term of Office	10
Section 3	Inability to Act	11
Section 4	Officers of the Corporation.....	11
Article VIII	Administrative Board	12
Section 1	Responsibilities.....	12
Section 2	Number of Members	12
Section 3	Composition, Selection, and Term of Office	12
Section 4	Officers	13
Section 5	Qualifications.....	13
Section 6	Removal of Members	13
Section 7	Meetings.....	14
Section 8	Conflict of Interest.....	14

Article IX	Senior Pastor.....	14
Section 1	Qualifications.....	14
Section 2	Election.....	14
Section 3	Duties	14
Section 4	Evaluation.....	15
Article X	Business Practices and Other Provisions.....	15
Section 1	Contracts	15
Section 2	Share of Other Corporations	15
Section 3	Receipt, Investment and Disbursement of Funds	15
Section 4	Corporate Records; Inspection Rights.....	15
Section 5	Fiscal Year	15
Section 6	Pathway to Church and Campus Plant Autonomy	15
Article XI	Indemnification.....	17
Article XII	Dissolution	18

Article I Name of Corporation and Location of Offices

The name of the Corporation is Fellowship Evangelical Free Church of Knoxville, Tennessee, Inc. (or “FEFC” or “Fellowship Church”). It is a not-for-profit corporation with its principal offices in Knoxville, Tennessee.

Article II Purpose of the Corporation

Section 1 Statement of Purpose

FEFC is organized exclusively for a religious purpose. The purpose of the Corporation, as an autonomous local gathering of the church of Jesus Christ affiliated with the Evangelical Free Church of America denomination, is to exalt our Savior through corporate worship and through personal obedience to Him in the believers’ lives; to edify fellow believers through discipleship and equipping for ministry; to evangelize our families, friends and neighbors; and to extend the church through planting churches.

Section 2 Not-for-Profit Status

Fellowship Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, FEFC shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code, and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code and Section 102(a)(3-b) of the Act.

Section 3 Prohibition Against Sharing in Corporate Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that FEFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the State of Purpose hereof. The property of this corporation is irrevocably dedicated to FEFC and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Section 4 Prohibited Activity

No substantial part of the activities of FEFC shall be carrying on of propaganda, or otherwise attempting to influence legislation, and FEFC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, FEFC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III Teaching and Preaching Ministry

All teaching and preaching at FEFC shall be grounded in, and supported by, the Bible and shall be consistent with our Doctrinal Statement.

Article IV Board Membership

The members of the Elder Board of FEFC shall constitute the Board of the Corporation.

Article V Church Membership

Section 1 Membership

Membership in FEFC shall be open to all persons who confess Jesus Christ as personal Savior and Lord. Membership in FEFC shall not vest in any Member any proprietary rights in the Corporation but shall only entitle the Member, subject to the qualifications in this Article, to vote at meetings of the Members on those matters submitted to the FEFC Membership by the Elder Board (see Section 9 of this article).

Section 2 Membership Class

The Membership Class shall be offered on an as-needed basis. Attendance in the Membership Class and successful completion of the work outlined in the class is a mandatory requirement for Membership. During attendance of the class each attendee shall be given a copy of the Doctrinal Statement and the Bylaws, in addition to other such materials as shall be deemed necessary by the Pastoral Staff. At the conclusion of the class, each applicant shall give his or her testimony of faith in Christ as Lord and Savior to a Member who has been designated by the Pastoral Staff. Each applicant shall complete a Membership application and sign it.

Section 3 Denial of Membership

If, upon review of an application for Membership or after meeting with a prospective Member, the delegated representatives of the Pastoral Staff determine that (a) the applicant does not confess Jesus Christ as Lord and Savior or (b) there is evidence of an ungodly lifestyle or (c) there is substantial disagreement with the Doctrinal Statement or ministry philosophy or (d) any other reason deemed sufficient by the pastoral staff, then the Application for Membership shall be denied.

Section 4 Acknowledgment of Members

Persons admitted to membership shall be publicly acknowledged, to the church, as Members.

Section 5 Discipline of Members

Members of FEFC who err in doctrine or conduct shall be subject to discipline and/or dismissal according to Matthew 18:15-18, under the direction of the Elder Board.

Section 6 Removal from Register of Members

Pursuant to Article VII, Section 4.B.3 the Secretary shall keep, or cause to be kept, a register of the Members of Fellowship Church. Every other year the Church shall conduct, by mail or

electronic communication, a survey of the Membership to discover those who wish to continue participating as Members and to discover those who wish to be dropped from Membership. In addition to the mailing, every reasonable effort shall be made to secure an accurate response. A Member of FEFC may be removed from the FEFC's register of Members under any of the following conditions:

- A. The Member's death
- B. Discipline (See Article V, Section 5)
- C. A person's own request to have himself or herself removed from the register.
- D. Transfer of affiliation
- E. A determination of non-participation according to policy established by the pastoral staff in conjunction with the Administrative Board.

Section 7 Special Meetings

Special meetings of the Members of FEFC may be called at any time by request of the Elder Board, or by written request, signed by no less than ten percent (10%) of the Members of FEFC, dated and delivered, by hand delivery or USPS certified mail, to the Secretary of the Elder Board.

Section 8 Annual Meeting

An Annual Meeting of the Members of FEFC shall be held each year, in conjunction with the preparation of the annual budget for the following year.

Section 9 Voting Rights

The Elder Board may, from time-to-time, submit matters for voting by FEFC Membership. The submission will have a voting deadline. Members of FEFC who are at least eighteen (18) years of age and whose names are recorded on the Church Membership register at least thirty (30) calendar days before the voting deadline shall be entitled to vote. All voting shall be by ballot mailed or electronic submission to the last known address of each Member. Each FEFC Member, over the age of eighteen, is eligible for one vote. FEFC Members shall be asked to vote on the following:

- A. Calling of a Senior Pastor. The senior pastor candidate presented to the Elder Board shall be elected Senior Pastor in a two-step process:
 - 1. First, no less than seventy-five percent (75%) of the entire Elder Board must vote to affirm the calling of the Senior Pastor candidate.
 - 2. Following fulfillment of Article V, Section 9.A.1 the Senior Pastor candidate shall be presented to the FEFC Members for their affirmation. Each Member of FEFC shall cast one vote on a ballot to affirm the candidate as Senior Pastor. The Senior Pastor's calling shall be affirmed by affirmative vote of not less than seventy-five percent (75%) of collected ballots from the voting Members.
- B. Real Property. The purchase, sale, or encumbrance of any real property, except for the property at 8000 Middlebrook Pike, shall be affirmed by a majority vote of the Administrative Board. The purchase, sale or encumbrance of 8000 Middlebrook Pike

shall be affirmed by an affirmative vote of not less than seventy-five percent (75%) of collected ballots from the voting Members.

- C. Annual Budget, The Annual Budget shall be affirmed by an affirmative vote of not less than seventy-five percent (75%) of collected ballots from the voting Members.

Article VI Elders

Section 1 Rights and Responsibilities

Subject to limitations of the charter of the Corporation and these Bylaws, spiritual and doctrinal oversight of the congregation and all the activities and affairs of the Corporation shall be conducted by or under the direction of the Elder Board (Acts 20:28; I Peter 5:2-3). Without limitation of such general responsibilities, the Elder Board shall have the following responsibilities in addition to the other responsibilities provided in these Bylaws:

- A. To conduct spiritual and doctrinal oversight of the congregation. This involves, but it is not limited to, teaching and caring for the congregation, refutation of error and administration of discipline. They will oversee the entire ministry of the church (Acts 20:28; I Peter 5:2-3). The Elder Board's primary duties are not to be administrative, administrative oversight being delegated by the Elder Board to the Administrative Board as per Bylaws Article VIII.
- B. To select and remove all the officers of the Corporation and to fix their terms of office; to appoint Elders to the Administrative Board, the number of which shall constitute a majority of the Administrative Board. All such decisions shall be by affirmative vote of not less than seventy-five percent (75%) of a quorum of the Elder Board.
- C. To amend the Bylaws of the Corporation. The Elder Board has sole responsibility and authority to amend or adopt new Bylaws and may do so by affirmative vote of not less than seventy-five percent (75%) of the entire Elder Board. Whenever an amendment or new bylaw is adopted, it shall be filed in the book of minutes with the original Bylaws. The congregation shall be informed of all changes to the Bylaws.
- D. To amend the Doctrinal Statement. The Elder Board has sole responsibility and authority to amend the Doctrinal Statement and may do so by affirmative vote of not less than ninety percent (90%) of the entire Elder Board.
- E. To settle disputes. In any impasse arising between a Member of FEFC, its pastors or staff pertaining to any matters of spiritual teaching or practices, the dispute shall be resolved by the Elder Board. Dispute resolution of any other kind should be conducted according to Scriptural principles (see Matthew 18), beginning with the individuals involved in the dispute.
- F. To affirm and present a candidate for Senior Pastor to the Members of FEFC. The senior pastor candidate presented to the Elder Board shall be elected Senior Pastor in a process described in Article V, Section 9.A of these Bylaws and in Appendix 1, Matrix: Item 2: Senior Pastor: How is he hired?
- G. To approve individuals for licensure as ministers of the gospel. The Elder Board has responsibility and authority to (1) determine the qualifications and procedures for

obtaining licensure for Christian ministry; (2) affirm God's call upon a person's life; (3) to verify that the person meets the qualifications and standards of Fellowship Church for ministry; (4) to approve the person for ministerial service; and (5) to provide legal status in the exercise of that person's ministry.

Section 2 Number of Elders

The authorized number of Elders of the Elder Board shall not be less than ten (10). There may be as many Elders as are needed to fulfill the purpose of the Corporation as stated in Article II of the Bylaws.

Section 3 Selection and Term of Office

- A. Selection: The Elder Board will regularly review all the men in the FEFC Membership as to their potential qualification as Elders. The Elder Board shall also provide for suggestions from the congregation for the position of Elders. The Elders will carefully review each potential candidate according to the qualifications of I Timothy and Titus (see Article VI, Section 4) and make the final selection(s) by an affirmative vote of not less than ninety percent (90%) of the entire Elder Board. The name(s) of these Elders will then be presented to the congregation. There shall be a minimum fourteen (14) calendar day waiting period after their presentation. During this waiting period, any FEFC Member who believes that a candidate(s) is not qualified should make that belief known to a member of the Elder Board, which Member shall be responsible to bring the particular issue of disqualification to closure with the Elder Board. There being no Scriptural opposition to the candidate's assumption of office, the candidate shall be installed as a member of the Elder Board.
- B. Term of Office:
 1. The term of office for each Elder shall be three (3) years, provided he continues to meet the qualifications as stated in Article VI, Section 4. An Elder may serve two (2) successive terms, subject to Article VI, Section 3, B.2 and B.4. After his second term, he shall take a one-year hiatus from the Elder Board, after which he becomes eligible to enter again the selection process for service on the Elder Board subject to the terms of Article VI, Section 3.A. No Elder shall succeed himself twice, except the Senior Pastor (see Article VI, Section 3, B.3). Any portion of any term shall be considered a full term.
 2. Terms of office among the members of the Elder Board shall be staggered at one-year intervals so that one-third of the members of the Elder Board rotate out of service each year.
 3. The Senior Pastor is the sole member of the Elder Board who shall have an indefinite term.
 4. Each Elder, except the Senior Pastor (see Article IX, Section 4), shall undergo a review process. The review process shall include evaluation by the other Elders every three (3) years, prior to the completion of his present term. Upon satisfactory review, an Elder may succeed himself in office for one term.

5. Any Elder who resigns from the Elder Board midterm, for whatever reason, may be considered for reinstallation on the Elder Board under the terms of Section 2 and Section 3 of this article.
- C. Conflict of Interest: the only Elder who may receive remuneration from FEFC is the Senior Pastor. Every other Elder, his wife and children, are excluded from receiving significant remuneration from FEFC. This exclusion includes, but is not limited to, suppliers of goods and services to FEFC workers in ministries supported by FEFC. No Elder, his wife and/or children, employed by or otherwise receiving remuneration from any other Elder may himself serve on the Elder Board. Cases of apparent conflict of interest not obviously excluded in this subsection shall be investigated carefully by the Elder Board and adjudicated by not less than seventy-five percent (75%) of a quorum of the Elder Board.

Section 4 Qualifications

Each member of the Elder Board must be male, an active Member of Fellowship Church and meet the qualifications described in I Timothy 3:1-7 and Titus 1:6-9. The qualifications described in Timothy and Titus include being above reproach; being the husband of one wife; being temperate, self-controlled, respectable and hospitable; being able to teach; being not given to drunkenness; being gentle and self-controlled; being teachable, or willing to learn; being free from the love of money; being a mature believer in Jesus Christ; being well-regarded outside the church; being able to manage his household well; and having children who are themselves believers.

Section 5 Removal or Resignation of Elders

- A. Removal: any Elder may be removed from office if he becomes physically or mentally incapacitated or otherwise disqualified in view of the criteria set forth in Section 4 of this article or if his inability to serve is otherwise established in the judgment of the Elder Board. Such removal can only be affected by an affirmative vote of not less than ninety percent (90%) of the entire Elder Board, except the Elder(s) being considered for removal.
- B. Resignation: Elders may resign from the Elder Board by giving written notice to the Elder Board or to the Chairman. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 6 Meetings

- A. Definition of quorum: A quorum of the Elder Board shall consist of not less than two-thirds of the standing members of the Elder Board. No meeting of the Elder Board shall transact official business as per Section 1 of this article in the absence of a quorum.
- B. Place of meetings: Any meeting of the Elder Board, whether regular or special or any adjournment thereof, may be held at any place within or without the State of Tennessee specified by the Chairman of the Elder Board.
- C. Regular Meetings: Regular meetings of the Elder Board shall be held.

- D. Special Meetings: Special meetings of the Elder Board may be called at any time by the Chairman of the Elder Board. Every reasonable effort shall be made to notify each Elder of a special meeting.
- E. Attendance at Elder Meetings: Meetings of the Elder Board will be open to Members of FEFC at the discretion of the Elder Board.
- F. Written Notice of Meetings: written or electronic notice of regular meetings is required. Such notice will require a minimum of four (4) days notices.
- G. Teleconferencing and/or Videoconferencing: at any Regular or Special meeting, Elders may participate in the meeting by telephone and/or videoconference provided all Elders present at the meeting can hear and speak to each other. Participation by telephone or videoconference shall be the equivalent to attending the meeting in person.
- H. Absentee and Proxy: Members must be in attendance in order to count toward a quorum. Absentee voting is not allowed. Proxy voting is not allowed.

Article VII Corporate Officers

Section 1 Officers

The officers of the Corporation shall be a Chairman, a Secretary and a Treasurer. The Corporation may also have such other officers as the Elder Board may deem necessary.

Section 2 Selection and Term of Office

- A. Gifting: Each officer shall be gifted in accordance with the responsibilities pertinent to the office that he holds.
- B. Qualifications: The officers of the Corporation shall be chosen from among the standing members of the Elder Board. The officers shall be elected by the Elder Board. The officers shall serve at the pleasure of the Elder Board. The Senior Pastor is not eligible to be an officer of the Corporation. Except such officers as may be appointed to fill vacancies in accordance with the provisions of Subsection E of this section, officers are chosen annually by affirmative vote of not less than seventy-five percent (75%) of a quorum of the Elder Board. Officers shall serve at the pleasure of the Elder Board.
- C. Term of Office: Each officer shall hold his office for a term of one year. An officer may succeed himself once, after which he must take a one-year hiatus from all FEFC offices, specifically on the Elder Board, Administrative Board or in any of the Offices of the Corporation as described in this article.
- D. Removal and Resignation: Any officer may be removed with cause by affirmative vote of not less than ninety percent (90%) of a quorum of the Elder Board at any regular or special meeting of the Elder Board. Any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Elder Board or to the Chairman or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

- E. Vacancies: Any vacancy in any office due to the death, disability, resignation, expiration of term, or removal of the officer shall be filled by appointment of the Elder Board at its next meeting. Members of the Elder Board shall submit nominees for consideration by the Elder Board. Any successor so appointed shall serve the remaining term for the officer he or she replaces, or in the case of the replacement for an officer whose term has expired, shall enter a one-year term.

Section 3 Inability to Act

In the case of absence or inability to act the Elder Board may from time-to-time delegate the powers or duties of such officer to any other officer or other person whom the Elder Board may select.

Section 4 Officers of the Corporation

A. The Chairman

1. The Chairman, subject to the control of the Elder Board, shall have ultimate responsibility to provide, or cause to be provided, general supervision, direction and control of the activities and officers of the Corporation.
2. He shall preside at all regular and special meetings of the Members of FEFC (see Article V, Section 7) and of the Elder Board (see Article VI, Section 6).
3. He shall be an ex-officio member of all standing teams of the Elder Board, including the Administrative Board.
4. He or his designee shall have the absolute right at any reasonable time to inspect all books and records of every kind and the physical properties of the Corporation.

B. The Secretary

1. The Secretary shall cause to be kept a record of minutes at the principal office of the Corporation, of all meetings of the Elder Board and all regular and special meetings of the Members. The minutes may be maintained in printed and/or electronic formats. Such minutes shall contain, but shall not be limited to, the time and place of the meeting, whether the meeting was regular or special, the names of those Elders present at and absent from the meeting, a complete and accurate numerical voting record pertaining to the meeting, whether the meeting is of the Elder Board or of Members and a detailed record of the proceedings thereof.
2. The Secretary shall also cause to be kept at the principal office of the Corporation a current record of the names of the members of the Elder Board, the Administrative Board and the Officers of the Corporation and their terms of office.
3. The Secretary shall also cause to be kept at the principal office of the Corporation a copy of the Corporation's charter and Bylaws, as amended to date and a church Membership register, or a duplicate thereof, showing the names of the Members of FEFC and their addresses.
4. The Secretary shall cause to be given notice of all meetings of the Elder Board, any teams thereof as well as all meetings of the Members, required by these Bylaws or by law to be given.

5. In the absence or disability of the Chairman, the Treasurer shall perform the duties of the Chairman , In the absence or disability of the Treasurer to perform the duties of the absent or disabled Chairman, the Secretary shall perform the duties of the Chairman, and when so acting shall have the powers of, and be subject to, all the restrictions upon the Chairman.
- C. The Treasurer
1. The Treasurer shall cause to be kept and maintained adequate and correct accounts of the financial transactions of the Corporation.
 2. The Treasurer shall cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as ordered by the Elder Board or the Administrative Board, and shall render to the Elder Board, whenever they request it, an account of all records pertaining to the financial condition of the Corporation.
 3. The Treasurer shall cause to be implemented internal fiduciary controls sufficient to protect the assets of the Corporation.
 4. The Treasurer shall be an ex-officio member of the Administrative Board.
 5. In the absence or disability of the Chairman, the Treasurer shall perform the duties of the Chairman, and when so acting shall have the powers of, and be subject to all the restrictions upon, the Chairman.
 6. The Treasurer shall have the absolute right at any reasonable time to inspect all books and records of any kind pertinent to the administration and operations of FEFC. He shall also have the absolute right at any reasonable time to inspect the physical properties of FEFC.

Article VIII Administrative Board

Section 1 Responsibilities

- A. To provide support and advice, and sometimes authorization to act regarding administrative policy, to the Senior Pastor regarding his executive and administrative duties as he leads the staff to conduct operations that accomplish the goals, objectives and overall strategies of the organization.
- B. Various functions of the Administrative Board are described in Appendix 1: Matrix.

Section 2 Number of Members

The number of members on the Administrative Board shall be no more than ten (10) and no less than six (6).

Section 3 Composition, Selection, and Term of Office

- A. Composition: The Administrative Board will be composed of the Senior Pastor, the Treasurer, additional Elders and non-Elder laypersons. The Elder members of the Administrative Board, including the Senior Pastor and the Treasurer, shall constitute the majority of the Administrative Board; non-Elder laypersons shall constitute the remainder of the Administrative Board.

- B. Selection: At least two (2) but no more than four (4) Elders, excluding the Senior Pastor and Treasurer, shall be elected by the Elder Board to serve on the Administrative Board. The Elder Board shall nominate candidates from among its members to serve on the Administrative Board, and candidates shall be affirmed by an affirmative vote of at least seventy-five percent (75%) of a quorum of the Elder Board. The Elders so selected shall select a minimum of two (2) and a maximum of four (4) lay persons to serve on the Administrative Board, so that the Elder majority on the Administrative Board is always a simple majority.
- C. Term of Office
1. The term of office for each member of the Administrative Board shall be no more than three (3) years provided they meet the qualifications outlined in Section 5 of this article. Any portion of any term shall be considered one full term.
 2. In no case shall the term of office for an Administrative Board member extend beyond his term of office as an Elder.
 3. Each term of office on the Administrative Board shall be followed by a one-year hiatus, after which members may return to service via the procedure described in subsection B of this Section.
 4. Terms of office among the members of the Administrative Board shall be staggered at one-year intervals so that one-third of the members of the Administrative Board rotate out of service each year. Members of the Administrative Board shall be installed during the month of January of each year, immediately subsequent the annual installation of Elders to the Elder Board.
 5. Any member who resigns from the Administrative Board midterm, for whatever reason, may be considered for reinstallation to the Administrative Board under the terms of this Article.

Section 4 Officers

The Administrative Board will have one officer called Chairman, to be held by the Senior Pastor. The Chairman will be responsible for calling and leading meetings, as well as designating a member to record minutes of each meeting.

Section 5 Qualifications

Each member of the Administrative Board must fully affirm FEFC's Doctrinal Statement and be a Member of the church. Recommended members for the Administrative Board must exhibit strong governmental, leadership, and administrative gifts.

Section 6 Removal of Members

Any Administrative Board member may be removed from office, by a vote of not less than seventy-five percent (75%) of the entire Administrative Board, if he or she becomes physically incapacitated or otherwise unqualified in the view of the criteria set forth in Section 5 of this article, or if his or her inability to serve is otherwise established in the judgment of the Administrative Board.

Section 7 Meetings

- A. Place of Meetings: Any meeting of the Administrative Board, whether regular or special or any adjournment thereof, may be held within or without the State of Tennessee as specified by the Chairman of the Administrative Board.
- B. Regular Meetings: Regular meetings of the Administrative Board shall be held without call or approximately once a month, unless otherwise modified by the Administrative Board. Any issue submitted for vote must be discussed and approved by a quorum, which shall be composed of over half the members of the Administrative Board. All decisions shall be approved by not less than seventy-five percent (75%) of a quorum of the Administrative Board.
- C. Special Meetings: Special meetings may be called at any time by the Chairman of the Administrative Board.
- D. Notice of Special Meetings: Notice of special meetings will be given to each member of the Administrative Board in writing, phone call or electronic communication. Every reasonable effort should be made to notify each member of a special meeting.

Section 8 Conflict of Interest

The only member of the Administrative Board who may receive remuneration from FEFC is the Senior Pastor. Every other member, member's spouses and/or member's children, of the Administrative Board is excluded from receiving significant remuneration from FEFC. This exclusion includes, but is not limited to, suppliers of goods and services to FEFC, and workers in ministries supported by FEFC. No member of the Administrative Board employed by or otherwise receiving remuneration, as described in the language of this section, from any other member of the Administrative Board may himself or herself serve on the Administrative Board. Cases of apparent conflict of interest shall be investigated carefully by the Administrative Board and adjudicated by not less than seventy-five percent (75%) of a quorum of the Administrative Board.

Article IX Senior Pastor

Section 1 Qualifications

The Senior Pastor shall be a man and a gifted leader, teacher and shepherd. He shall be in agreement with FEFC's philosophy of ministry and Doctrinal Statement and shall meet the qualifications of an Elder as stated in FEFC Bylaws Article VI, Section 4.

Section 2 Election

The Senior Pastor candidate presented to the Elder Board shall be elected Senior Pastor in a process described in Article V, Section 9, A, and Appendix 1, Matrix: Item 2: Senior Pastor: How is he hired?

Section 3 Duties

The Senior Pastor shall be a member of the Elder Board and the Administrative Board. The duties of the Senior Pastor shall be prescribed by the Administrative Board.

Section 4 Evaluation

The Senior Pastor shall be evaluated annually, at year-end, by the Elder members of the Administrative Board. The evaluation shall be submitted to the Elder Board.

Article X Business Practices and Other Provisions

Section 1 Contracts

The Administrative Board, except as otherwise provided in these Bylaws, approves policy governing how its officer, agent, or agents enters into any contract or executes any instrument in the name of and on behalf of the Corporation. Unless so authorized in policy approved by the Administrative Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 2 Share of Other Corporations

The Chairman or any other officer or officers authorized by the Elder Board are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 3 Receipt, Investment and Disbursement of Funds

The Corporation shall receive all money and other property transferred to it for the purposes for which the Corporation was formed as set forth in Article II of these Bylaws. The disposition and/or use of real property and personal property with an estimated value over \$10,000 gifted to the Corporation shall be determined by majority vote of the Administrative Board. However, nothing contained herein shall require the Administrative Board to accept or receive any money or property of any kind, if it shall determine that receipt of such money or property is contrary to such purposes of the Corporation; the Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with such purposes. All such gifts shall be acknowledged in writing.

Section 4 Corporate Records; Inspection Rights

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties.

Section 5 Fiscal Year

The fiscal year of the corporation shall be from August 1 through July 31.

Section 6 Pathway to Church and Campus Plant Autonomy

The purpose of this section is to outline the procedure and criteria for granting formal or full organizational autonomy to church plants and/or campuses of Fellowship Church whenever it is deemed necessary and beneficial for the mission of our church. Until the campus or

church plant achieves formal organizational autonomy, it shall remain at all times a ministry and integrated part of Fellowship Church, subject to the Bylaws of Fellowship Church, and under the authority of the Elder Board of Fellowship Church.

In order to achieve formal organizational autonomy, a campus or church plant must complete each of the following steps under the supervision and to the satisfaction of the Elder Board of Fellowship Church.

1. *Assume full financial responsibility (self-sufficiency) for all of its own expenses directly associated with its campus personnel, operations, corporate gatherings and ministries. This includes establishing its own self-sufficient budget.*
2. *Establish its own Board of Elders (approved and overseen by Fellowship's Elder Board), to provide its own elder oversight of all aspects of its own operations, corporate gatherings, ministries, and support services (with the exception of those support services that by legal or contractual requirements or by mutual agreement are governed by the administrative staff and policies of Fellowship). This board and all decisions by this board remains subject to the review and authority of the Elder Board of Fellowship Church and its mission, vision, values, and policies until formal organizational autonomy is granted.*
3. *Establish its own Statement of Faith compatible and in harmony with the Statement of Faith of Fellowship Church.*
4. *Define the mission, values, and vision that will guide it once it becomes an autonomous church/organization.*
5. *Establish official organizational bylaws: These bylaws take effect immediately upon the date of declaration of Formal Autonomy.*
6. *Create and oversee its own membership process and list: Once all the steps to Formal Autonomy are achieved its members will automatically become voting members of the new organization.*
7. *Develop the systems and procedures for assuming all responsibility for providing the support services needed for its own operations: Formal autonomy requires it to no longer depend upon Fellowship church for support services of any kind, including staff payroll and benefits, insurance, information technology, social media, facilities and equipment.*
8. *Legally incorporate with the state of domicile*

Before starting the above steps to become Formally Autonomous the pastoral leadership team and Elder Board of the church plant or campus must declare its intent in writing to the Elder Board of Fellowship Church. Once it does, it has twelve months to complete the eight steps above. During this time the church plant or campus is encouraged to consult with Fellowship Church's elders and staff and enlist their help in completing the eight steps described above.

Once a Church has completed these steps to the satisfaction of the Elder Board of Fellowship Church, a Declaration of Autonomy will be immediately prepared and signed by the Lead Pastors and Elder Boards of Fellowship Church and the church plant or campus. At this point in time, it is recognized as a separate organization and church formally autonomous from Fellowship Church.

Article XI Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a member of the Elder Board, member of the Administrative Board, officer or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Elder Board members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

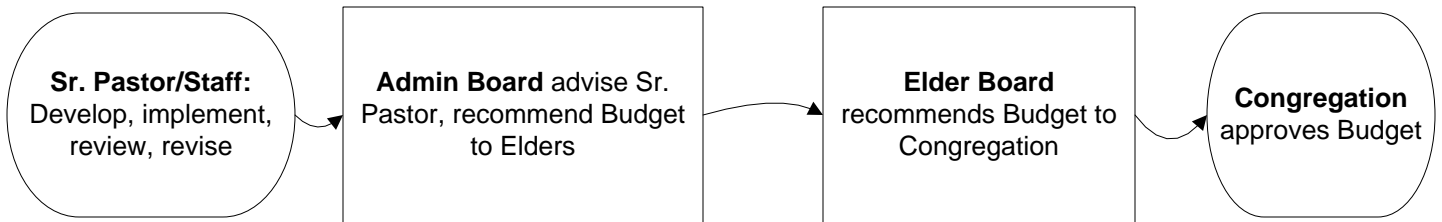
Article XII Dissolution

Upon the dissolution of the Corporation, the Elder Board shall cause the assets to be distributed for one or more exempt purposes within the meaning of section 501(c)(3) on the Internal Revenue Code, or the corresponding section of any future federal tax code.

Bylaws Responsibility/Authority Matrix: Page 1 of 4

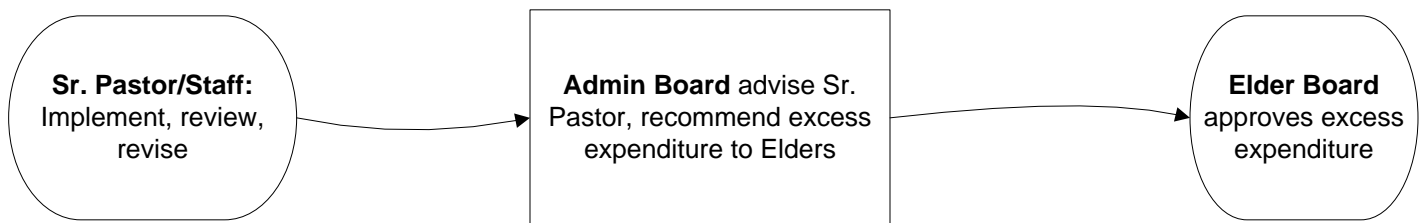
1. Budget:

How is it created?



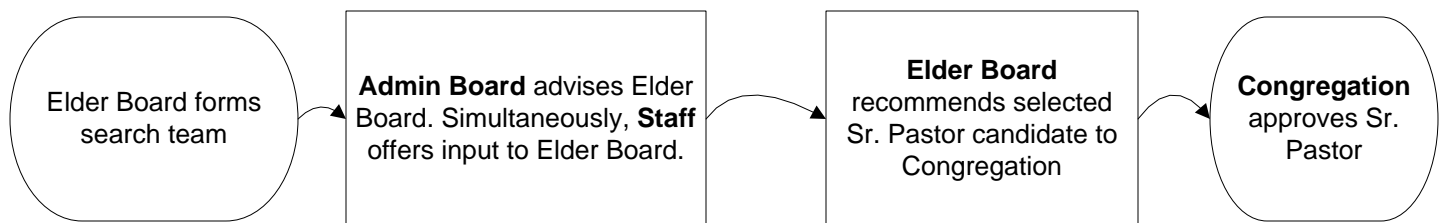
2. Major expenditures in excess of budget:

How do they originate? How are they approved?



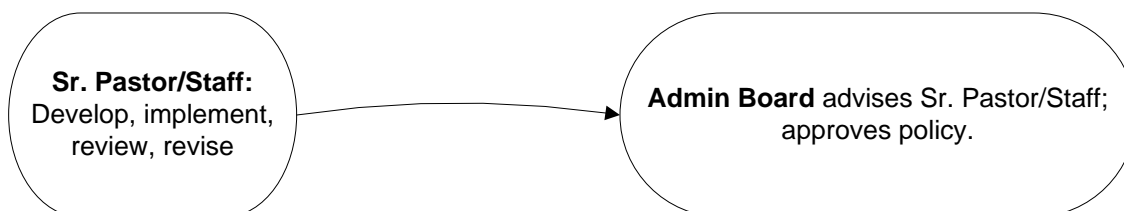
3. Senior Pastor:

How is he hired?



4. Personnel Policy:

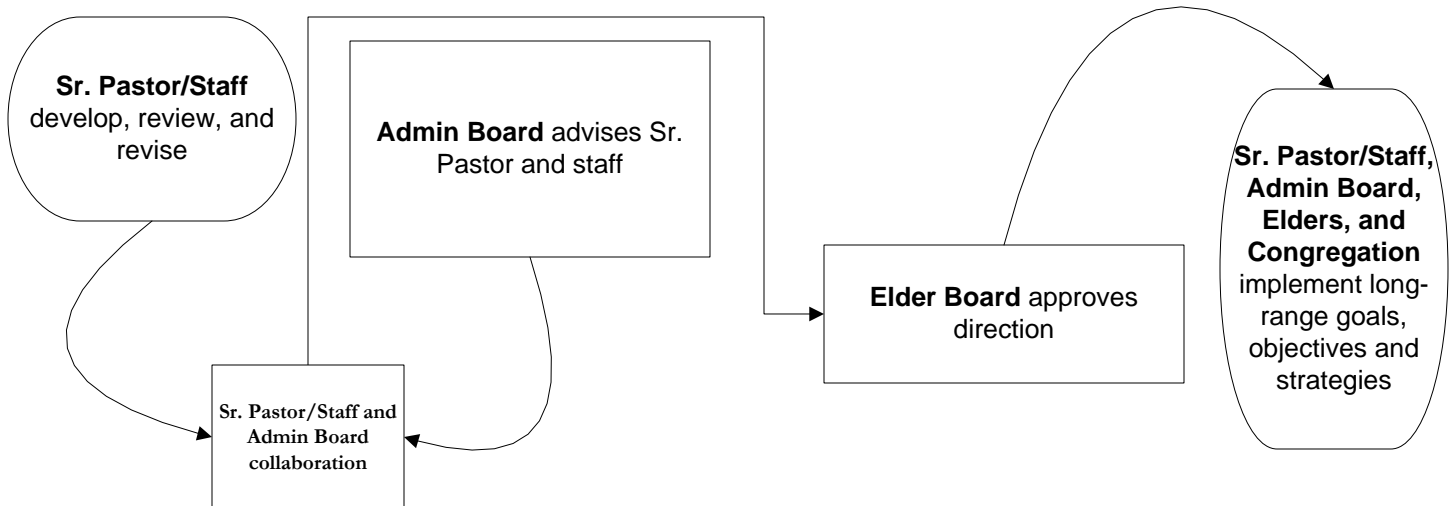
How is it developed, with regard to hiring, severance, compensation, and benefits?



Bylaws Responsibility/Authority Matrix: Page 2 of 4

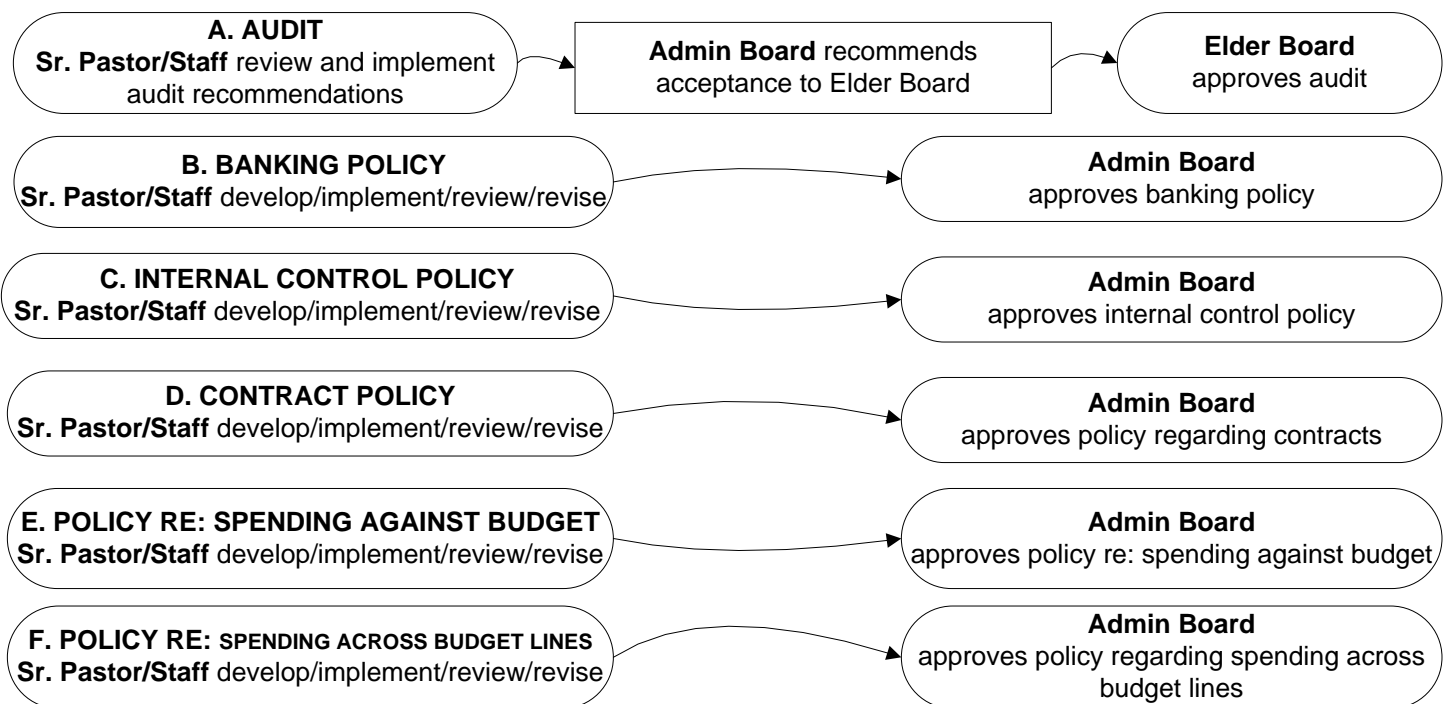
5. Long-range goals and strategy:

How do we develop and implement them?



6. Financial Policies:

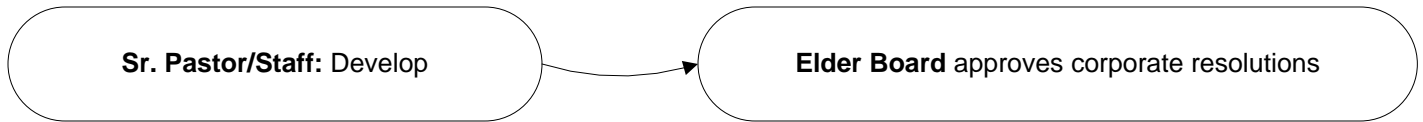
How are they established?



Bylaws Responsibility/Authority Matrix: Page 3 of 4

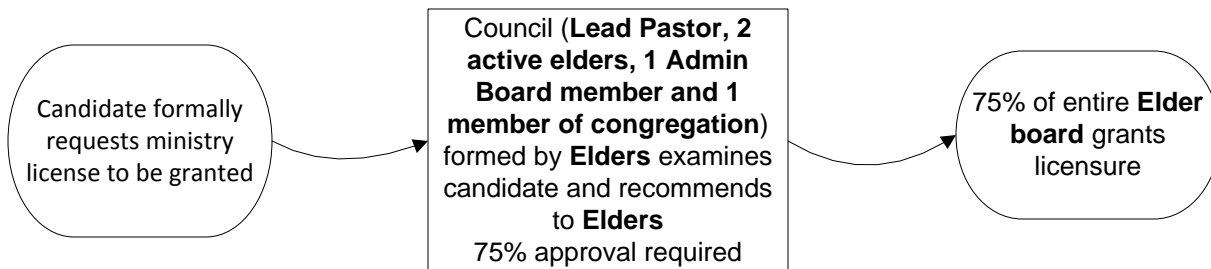
7. Corporate Resolutions:

How do they originate? How are they approved?

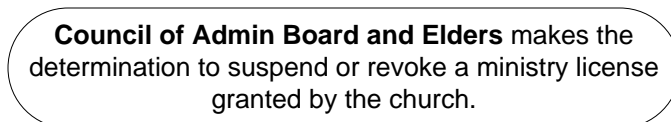


8. Ministry Licensure:

How are ministry licenses granted?

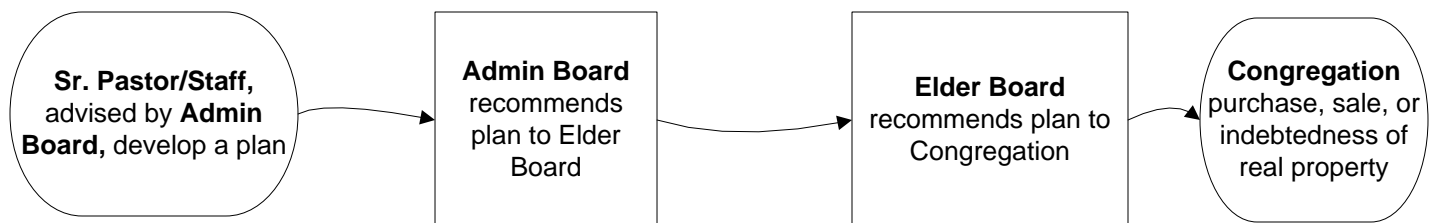


How are ministry licenses revoked or suspended?

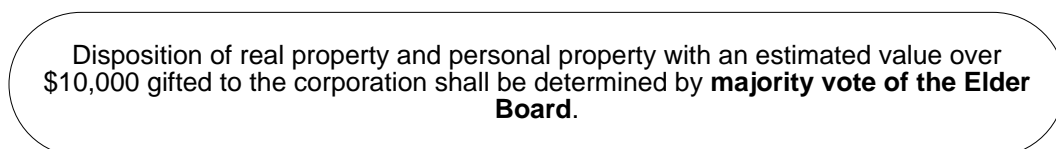


9. Real Property:

How do we make decisions regarding the purchase, sale, or indebtedness of it?



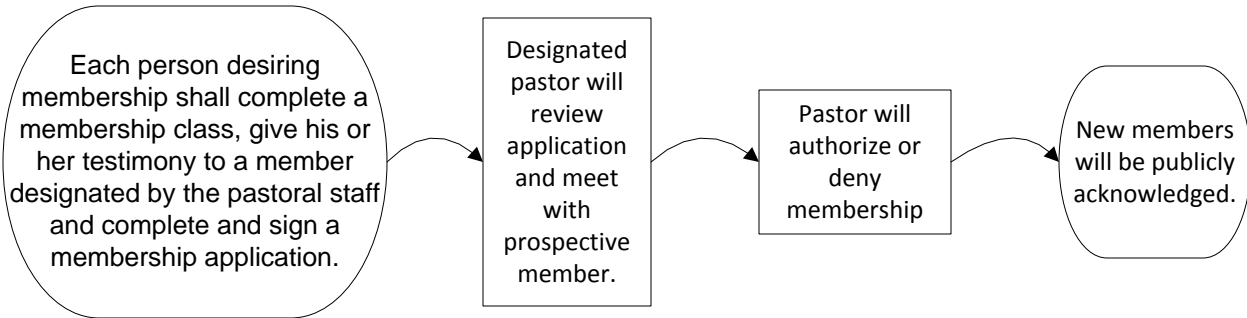
How do we decide what to do with real or personal property that has been donated to the church?



Bylaws Responsibility/Authority Matrix: Page 4 of 4

10. Church Membership

What is the process for granting membership in the church?



How is a member disciplined?

Members of FEFC who shall err in doctrine or conduct shall be subject to discipline and/or dismissal according to Matthew 18:15-18, under the direction of the Elder Board.

11. Elder election

How are elders elected?

