



THE ORCHARD CHURCH

CONSTITUTION & BYLAWS

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I - NAME AND MISSION

NAME

This Congregation of believers shall be known as The Orchard Church.

MISSION

WHO WE ARE

We are a family of missionary servants sent to make disciples of Jesus Christ.

WHAT WE DO

Love God. Love Others. Make Disciples.

WHY WE DO IT

Because you matter to God and to us.

HOW WE DO IT

By guiding you to your Next Step on the Discipleship Pathway.



1. Purpose

The Orchard is a Tennessee nonprofit corporation that is organized and operated for religious and charitable purposes. Its members are baptized believers, each having accepted Jesus Christ as Savior and Lord and are associated by a covenant in the faith and fellowship of the gospel. The Orchard seeks to glorify God, share the good news of salvation to others, and develop fully devoted followers of Christ.

2. Privacy

The Orchard Elders or their designees are responsible for establishing and communicating safeguards that reasonably protect the privacy of individuals employed by or in fellowship with The Orchard. For staff, this includes items such as employee's medical conditions, disciplinary or counseling actions, or other areas where employees have a reasonable expectation of privacy. For members or other church attendees, this includes information about pastoral counseling sessions, attendance, benevolence requests or distributions, giving, or other areas where such individuals have a reasonable expectation of privacy.

3. Books and Records

The Orchard will keep correct and complete books and records of account and the activities and transactions of the church, as well as minutes of the meetings of the Elder Council and the Directors. These records must be maintained in written form or in any other form capable of conversion into written form in a reasonable time. Except as otherwise provided, these documents may be inspected by a church member in good standing by making a request to the Elder Council and demonstrating a proper purpose, as determined by the Elder Council in its sole discretion. The following documents are not subject to inspection:

- Documents in a current or former employee's personnel file
- Records relating to pastoral counseling sessions
- Records of an individual's giving
- Records regarding an individual's request or receipt of benevolence funds
- Any other documents where individuals involved have a reasonable expectation of privacy.



4. Exempt Status

The Orchard has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Orchard may not accept any contribution, gift, grant, bequest, or devise that contains major conditions restricting or violating its religious or charitable purposes or that require serving a private rather than public interest.

5. Legislative or Political Activity

No substantial part of the activities of The Orchard may directly involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the church may not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements for such candidate.

6. Fiscal Year

The fiscal year of The Orchard is January to December or on such other time frame as determined by the Elder Council.

7. Governing Law

The Orchard Constitution and Bylaws will conform to the Tennessee Nonprofit Corporation Act and the rules and regulations governing nonprofit corporations, provided that these laws, rules, or regulations do not conflict with and are not given precedent over the Scriptures. If any portion of the Constitution and Bylaws is declared to be illegal or invalid, such determination will not invalidate any other portion and a Court reviewing the Constitution and Bylaws must construe and interpret the remaining provisions in a manner which upholds their validity.

8. Contributions / Gifts

Any agent authorized by The Orchard may accept, on behalf of the church, any contribution, gift, bequest, or devise for the general purposes or any special purposes of The Orchard, except as otherwise provided herein. The Orchard Church may make gifts and give charitable contributions that are not prohibited by the Constitution and Bylaws, state law, or any requirements for maintaining The Orchard's exempt status.



9. Conflicts of Interest

The Orchard must have a policy related to actual or potential conflicts of interest by an Elder, member of the Finance or Personnel Committees, or Director. The Conflict of Interest policy currently in effect is attached to the Constitution and Bylaws as Appendix A. The Conflict of Interest policy may be amended by a three-fourths vote of the Elder Council.

10. Whistleblower Policy

The Orchard requires its Pastors, Elders, Directors, Deacons, Staff, and Volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities as representative of the church. The Orchard must have a Whistleblowing Policy that encourages and enables individuals to raise concerns about potential violations by any such representative of any applicable law or regulation or policy of The Orchard. The Whistleblower Policy currently in effect is attached to the Constitution and Bylaws as Appendix B. The Whistleblowing Policy may be amended by a three-fourths vote of the Elder Council.



III - STATEMENT OF FAITH

1. The Scriptures

We believe the Holy Scriptures of the Old and New Testaments to be the verbally inspired word of God, the final authority and fully sufficient for faith and life, inerrant in the original writings, infallible, and God-breathed (2 Timothy 3:16, 17; 2 Peter 1:20, 21; Matthew 5:18; John 16:12, 13).

2. The Trinity

We believe in one Triune God, eternally existing in three persons—Father, Son, and Holy Spirit—co-eternal in being and nature, co-equal in power and glory, having the same attributes and perfections (Deuteronomy 6:4; 2 Corinthians 13:14) and loving and glorifying one another.

3.1 The Father

God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. (Romans 8:28-30; John 1:12)

3.2 The Person and Work of Christ

We believe that the Lord Jesus Christ, the eternal Son of God, became man without ceasing to be God, having been conceived by the Holy Spirit and born of the Virgin Mary in order that He might reveal God and redeem sinful man (John 1:1-2, 14; Luke 1:35). We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice, and that our justification is made sure by His literal, physical resurrection from the dead (Romans 3:24; 1 Peter 2:24; Ephesians 1:7; 1 Peter 1:3-5). We believe that the Lord Jesus Christ ascended into heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry as Representative, Intercessor, Mediator, and Advocate (Acts 1:9, 10; Hebrews 7:25; Hebrews 9:24; Romans 8:34; 1 John 2:1-2). We believe Jesus is coming again to judge the living and the dead (1 Peter 4:5; Romans 14:9; 2 Timothy 4:1).



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3.3 The Person and Work of the Holy Spirit

We believe that the Holy Spirit is a person who convicts the world of sin, righteousness, and judgment; He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling, filling, guiding, empowering, and sealing them unto the day of redemption (John 16:8-11; 2 Corinthians 3:6; 1 Corinthians 12:12-14; Romans 8:9; Ephesians 5:18).

4. Humanity

We believe that human beings were created - male and female - in the image and likeness of God, but that through Adam's sin the race fell, inherited a sinful nature, and became alienated from God; man is totally depraved and of himself utterly unable to remedy his lost condition (Genesis 1:26, 27; Romans 3:22, 23; 5:12; Ephesians 2:1-3, 12). Because of the image of God and death of Jesus for man, every person has dignity, is worthy of respect, and deserves to hear the gospel of Jesus Christ. The supreme need of every human being is to be reconciled to God.

5. Salvation

We believe that from all eternity God determined in grace to save a great multitude of guilty sinners from every tribe, language, people, and nation. We believe that salvation is the gift of God brought to man by grace and received by repentance and personal faith in the Lord Jesus Christ, whose precious blood was shed on Calvary for the forgiveness of our sins (Ephesians 2:8-10; John 1:12; Ephesians 1:7; 1 Peter 1:18-19). We believe that God, in grace, elects, justifies, regenerates, sanctifies, and will ultimately glorify every believer.

6. The Gospel

We believe that the gospel is the good news of Jesus Christ - His life, death, and resurrection (1 Cor. 15:1-7). We believe the gospel is the power of God for salvation and results in a changed life and society (Rom 1:16-17). We believe it is the duty and privilege of every follower of Christ and every church to proclaim the gospel and make disciples of all nations (Matt 28:18-20).

7. Eternal Security and Assurance of Believers

We believe that all the redeemed are kept by God's power and are thus secure in Christ forever (John 6:37-40; 10:27-30; Romans 8:1, 38, 39; 1 Corinthians 1:4-8; 1 Peter 1:5). We believe that it is the privilege of believers to rejoice in the assurance



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of their salvation through the testimony of God's Word, which clearly forbids the use of Christian liberty as an occasion for the flesh (Romans 13:13, 14; Galatians 5:13; Titus 2:11-15).

8. The Ministry and Spiritual Gifts

We believe that God is sovereign in the bestowing of spiritual gifts. It is, however, the believer's responsibility to attempt to develop his spiritual gifts. The baptism of the Holy Spirit occurs at conversion and is the placing of the believer into the Body of Christ. We also believe that particular spiritual gift(s) are neither essential, nor prove the presence of the Holy Spirit, nor are an indication of deep spiritual experience (1 Corinthians 12:7, 11, 13; Ephesians 4:7-8). We believe that God does hear and answer the prayer of faith, in accordance with His own will for the sick and afflicted (John 15:7; 1 John 5:14-15). We believe that it is the privilege and responsibility of every believer to minister and evangelize according to the gift(s) and grace of God that is given to him (Romans 12:1-8; 1 Corinthians 13; 1 Peter 4:10-11).

9. The Church

We believe that the church, which is the body and bride of Christ, is a spiritual organism comprised of all born-again persons (Ephesians 1:22, 23; 5:25-27; 1 Corinthians 12:12-14; 2 Corinthians 11:2). We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament Scriptures (Acts 14:27; 18:22; 20:17; 1 Timothy 3:1-3; Titus 1:5-11).

We believe in the autonomy of the local church, free of any external authority and control (Acts 13:1-4; 15:19-31; 20:28; Romans 16:1,4; 1 Corinthians 3:9, 16; 1 Corinthians 5:4-7, 13; 1 Peter 5:1-4). We believe the local church is to be led by a plurality of godly men. We recognize believer's baptism and the Lord's Supper as scriptural means of testimony for the church (Matthew 28:19, 20; Acts 2:41, 42; Acts 18:8; 1 Corinthians 11:23-26).

10. The Restoration of All Things

We believe Jesus will return, exercise His role as final Judge, and consummate His kingdom. We believe in the bodily resurrection of both the just and the unjust - the unjust to judgment and eternal conscious punishment in hell and the just to eternal blessedness in the presence of God Himself in heaven. We believe all things will ultimately end in the praise of His glorious grace.



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11. Marriage

We believe, based on the teaching of the Scriptures, that marriage involves the union of one man and one woman in a permanent sacred covenant. Though various cultures and customs have evolving definitions of marriage, it is God alone who has ultimate authority to prescribe and describe the marital relationship (Genesis 2:24, Matthew 19:1-9, Mark 10:1-12).

Furthermore, sexual intimacy is to be exercised and pursued only within the confines of this marital relationship. Sexual immorality, defined as any sexual activity outside of the boundaries of marriage between one man and one woman, is clearly and expressly prohibited by our Lord (Matthew 15:19, 1 Corinthians 6:9-11, 1 Thessalonians 4:3, Hebrews 13:4).

Though sinful sexual expression is grievous to God (as is all sin), the gospel provides redemption and restoration to all who confess and forsake their sin, seeking mercy and forgiveness through Jesus Christ (1 Corinthians 6:9-11, Ephesians 2:1-10, Titus 3:3-7). We believe that every person must be afforded compassion, love, kindness, respect and dignity. Hateful, bullying or harassing behavior or attitudes directed toward any individual are to be repudiated as sinful and are to have no place among God's people (1 Peter 3:15).



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An imperfect system filled with men and women of integrity will function far better than a perfect system filled with men and women who lack integrity. The people we choose are as important as the system we use. This document outlines The Orchard Church's guidelines for selecting key leadership and managing ongoing systems and procedures. In addition, this constitution provides accountability for ministry leaders and key information for the church body. While impossible to anticipate all future contingencies, this document intends to provide flexibility to meet long-term changing needs.

The Orchard Church government and ministry operation is built around six groups of people:

- A. Board of Directors
- B. Lead Pastor / Executive Staff
- C. Elders
- D. Deacons
- E. Ministry Teams
- F. Congregation

A. BOARD OF DIRECTORS

Establishment and Function

The Orchard Church is served by a representative body known as the "Board of Directors (BOD)." As used in these Bylaws, a reference to the "Board of Directors" or "directors" refers to the entire board collectively or a member of the board generically. The Board of Directors conducts its proceedings as provided in the Articles of Incorporation and these Bylaws.

The scope of their responsibility is limited to the execution of any required legal contracts and obligations as directed by the Congregation in matters regarding the borrowing of funds, the acquisition of property, and the building of facilities or as directed by the elders in matters such as corporate resolutions for conducting business.

Composition and Term

The Board of Directors is composed of at least three persons elected for a three-



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year term beginning each year on January 1 and ending on December 31 until their respective successors are elected and installed. The membership of the Congregation elects each director during the Annual Meeting. The Board or the Congregation, upon a majority vote, may increase the size of the Board from time to time. If such an increase is not made at a meeting to elect directors, a majority of the board may appoint new board members to fill such newly created positions until a meeting to elect directors is had with the Elders' approval.

The Lead Pastor shall serve as one of the Board's three members and shall not be elected.

Election, Nomination, and Qualifications

The annual election of directors by the Congregation will be conducted following the procedures outlined in this Title or elsewhere in these Bylaws and the following:

1. The directors shall be elected at the Annual Meeting by the members in good standing at the time of election. The election of all positions on the board is by plurality based on the number of open director positions to be elected. For example, if there are three open positions to be elected, the three persons receiving the most votes would be elected.
2. Any member in good standing may nominate a director so long as the nomination is made at least fifteen (15) days before the Annual Meeting. Nominations shall be given to the Secretary of the Board, and the Secretary shall compose an alphabetical list for members to view and vote on at the Annual Meeting.
3. A candidate for BOD must be a member of The Orchard Church for at least one year before serving in office.

Powers

1. The Board of Directors may exercise all powers granted to it by the Congregation as they determine to be expedient and necessary for the interests of the Congregation, subject to the Articles of Incorporation, these Bylaws, or the Code.



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2. If some catastrophic event occurs that precludes the Corporation or the Board of Directors from assembling, then those directors who are able to assemble, either in person or virtually, must convene as required, and take any necessary action to preserve the corporation until the emergency ceases. A quorum consists of two-thirds of the directors then serving. Each emergency session must be convened by any manner of notice reasonable, prudent, or practicable in the circumstances. The available directors must designate as many members of the Corporation as necessary to serve as acting directors so that at least three persons are acting as directors for the Corporation until the emergency conditions cease. The acting Board of Directors may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of membership approval if the action taken is reasonably necessary during emergency conditions.

Meetings

The Board of Directors will hold at least one regular meeting during each calendar year, during the calendar month before the month of the typically scheduled date of the regular and Annual Meetings of the Congregation, and may call other regular meetings of the Board of Directors as needed at the request of the Elders to conduct the business of the Congregation. Where circumstances require a meeting on less than two days' written and mailed notice, such notification to each member of the Board of Directors may also be made by any other reasonable method. At Board of Directors meetings, a quorum consists of at least two-thirds of the existing board. No proxy votes may be used.

Removal of Director

One or more directors, or the entire Board of Directors, may be removed by the affirmative vote of a majority of the membership of the Congregation present and voting on removal at a regular or special meeting of the Congregation membership. If such removal occurs, the Elders may appoint an interim Board member who shall serve until the Congregation can elect another permanent member.

Written Consent Action by Board

Any action required by law or permitted to be taken at any meeting of the Board



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of Directors may be taken without a meeting if a majority of the directors sign a written consent setting forth the action so taken. This consent is the equivalent of a vote of the Board of Directors during a meeting with a quorum and is to be filed and recorded with the minutes of the Corporation's Board of Directors. The directors who did not sign the consent action shall be given notice of the action as soon as practicable but no later than the next membership meeting after the written consent action is signed by a sufficient number of directors.

Duties of Board of Directors Officers

The offices of the Board of Directors shall be President and Secretary. The Directors may, from time to time, create and establish the duties of such other officers and elect or provide for the appointment of such other officers as they deem necessary for the efficient management of the corporation. Still, the corporation shall not be required to have any officers other than President and Secretary at any time. Each officer of the Corporation exercises the following responsibilities pertaining to his office, in addition to any other duty imposed on that office by the Articles of Incorporation, these Bylaws, and the Code or by a vote of the membership or the Board of Directors of the Corporation:

1. The President role is filled by the Lead Pastor, who presides at all meetings of the Board of Directors and the membership of the Corporation; reports on the activities of the Corporation to the membership at each Annual Meeting of the Corporation; oversees the activities of the Corporation, and reports on those matters determined appropriate to the Board of Directors and the membership of the Corporation.
2. The Secretary role will be one of the Board of Directors.
3. The Secretary shall maintain and provide access to the records of the Corporation as required by Code sections 1601 and 1602; records the minutes of all proceedings of the Board of Directors and the membership of the Corporation; maintains a current roster of the membership of the Corporation; maintains the eligible member list for each record date as required under the Code and these Bylaws, and reports on these matters to the Board of Directors and the membership of the Corporation.



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B. EXECUTIVE STAFF

With the concurrence of the Elders, the Lead Pastor may organize the staff and select an Executive Staff team from the staff. Executive Staff members would be chosen and led by the Lead Pastor. Executive Staff members must meet the character qualifications of Elders as outlined in 1 Timothy 3:1-7 and Titus 1:5-9. In addition, Executive Staff members or other qualified staff members may, with the approval of the Elders, serve as Elders.

C. ELDERS

The Elders Council is comprised of a Lead Pastor and no fewer than three Elders. A majority of the Elder Council shall be Non-Staff, that is, church members not in the employ of The Orchard Church as regular part-time or full-time staff members. The Council shall annually select its Chairman from among its Non-Staff Elders. If, for any reason, the composition of the Elder Council does not consist of a simple majority of Non-Staff Elders, then the Elder Council will begin restoring the required composition.

Additionally, the Lead Pastor may select members of his Executive Staff team to meet with the Elders Council in a non-voting role, with the concurrence and approval by the Elders. No Elder shall hold the office of Deacon during his tenure.

The Purpose of Elders

Elders function primarily as discerners and spiritual guardians of the church. They are not expected to oversee specific projects or ministry areas in their capacity as Elders, but they may. They function as overseers for the entire church. The Elders evaluate the effectiveness and direction of the church according to the following:

1. The church's purpose.
2. The church's resources.
3. The church's doctrine.

Elders do not determine programming. This responsibility falls to the Executive Staff Team. However, the Elders are responsible for evaluating programming based on its appropriateness and effectiveness in furthering the overall mission of The Orchard Church.



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In addition, Elders pray for the sick, provide examples to the congregation of godly leadership, and oversee church discipline.

The Elders will normally meet on a monthly basis, not less than ten times per year. The Elders can call other special meetings, which may be called by the Lead Pastor or any other two Elders. Notice of special meetings shall be made in the same manner as notice for Director's meetings.

The Authority of an Elder

For all practical purposes, the Elders have the final say in any and all matters concerning the overall direction of the church. Unless otherwise specified in this document, anything voted on by the Elders requires a three-fourths majority of all in attendance to pass. A quorum of three-fourths must be present and voting at the time any vote is taken.

A Staff Elder shall neither vote on nor determine his salary or benefits.

There are six decisions that the Elders may not make without membership approval at a Congregational Business Meeting.

1. The termination of the existing Lead Pastor or the appointment of a new Lead Pastor.
2. The approval of new Elders, Board of Directors, and Deacons.
3. The approval of debt for the church in excess of \$50,000 or the expenditure of funds above the approved annual budget in excess of \$50,000; provided that funds used for benevolence, capital improvements, or monies given for a specific cause (e.g., a bible project) are excluded from this provision.
4. The changing of the denominational affiliation of The Orchard Church.
5. The changing of the Articles of Incorporation or the Constitution and Bylaws.
6. The approval of the annual church budget.

The Dismissal of an Elder

If it becomes apparent that an Elder should not serve in the office of Elder, he may resign or, by a three-fourths vote of the Elders, excluding the Elder under consideration, be immediately retired from the office. His position will remain vacant until the next regularly scheduled election or until the current Elders



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choose a suitable replacement. In addition, any complaints or concerns regarding the Lead Pastor should be directed to and handled by the Elders.

The Election of Elders to the Elders Council

At a time set by the Elders, but no less frequently than annually, members of the Congregation will be allowed to nominate any man who is a member of the Congregation as a candidate for Elder. All nominations will be gathered and evaluated by the current Elders. The evaluation will include an application, interview, background check, and a year of candidacy. Annually, the current Elders will review the application and interview process.

A supermajority of three-fourths of the current Elders is required to elect a new Elder. If suitable replacements are not found, the position(s) will be left vacant until such time as the current Elders can find and agree upon a candidate.

The Elders will then present the approved new Elder candidates to the Congregation for final approval. The congregation shall have a period of at least two weeks (14 days) to express any hesitation or concern related to any Elder candidate. The congregation will vote on the slate of evaluated Elder candidates with a three-fourths majority required for election. Newly appointed Elders will be introduced and confirmed by the laying on of hands by current Elders and pastors.

Elders will serve one three-year term but can be re-elected to no more than a consecutive three-year term, at which time the Elder is required to rotate off for one year before becoming eligible for another term.

The Qualifications of an Elder

A candidate for Elder must have been a member of The Orchard Church for at least one year before his election to office and have been actively involved in ministry at The Orchard Church for at least one year. Furthermore, all Elders must meet the qualifications for Elder/ Overseer as outlined in 1 Timothy 3:1-7, and Titus 1:5-9.

The saying is trustworthy: If anyone aspires to the office of overseer, he desires a noble task. Therefore, an overseer must be above reproach, the husband of one wife, sober-minded, self-controlled, respectable, hospitable, able to teach, not a drunkard, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own household well, with all dignity keeping his children submissive, for if someone does not know how to manage his own household,



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how will he care for God's church? He must not be a recent convert, or he may become puffed up with conceit and fall into the condemnation of the devil. Moreover, he must be well thought of by outsiders, so that he may not fall into disgrace, into a snare of the devil.

1 Timothy 3:1-7 ESV

This is why I left you in Crete, so that you might put what remained into order, and appoint Elders in every town as I directed you-if anyone is above reproach, the husband of one wife, and his children are believers and not open to the charge of debauchery or insubordination. For an overseer, as God's steward, must be above reproach. He must not be arrogant or quick-tempered or a drunkard or violent or greedy for gain, but hospitable, a lover of good, self-controlled, upright, holy, and disciplined. He must hold firm to the trustworthy word as taught, so that he may be able to give instruction in sound doctrine and also to rebuke those who contradict it.

Titus 1:5-9 ESV

D. DEACONS

The Purpose of Deacons

Deacons are the servant ministers of the church. Their purpose is to help serve the congregation through Ministry Teams and other opportunities and to relieve the Elders of the multitude of practical duties of caring for the flock. Deacons have the honor of modeling, for the local church and the lost world, God's compassion, kindness, mercy, and love. As the church compassionately cares for people's needs, the world sees a visible display of Christ's love, which will draw some people to the Savior. Deacons are to exemplify commitment, unity, and harmony in their service.

Duties and Responsibilities

The Deacons are to effectively and carefully minister to the pastoral needs of the entire membership. They should be servants in every area of ministry but should give special attention to meeting the bereavement and benevolent needs of the church. They help the poor, the jobless, the sick, the widowed, the elderly, the homeless, the shut-in, and the disabled. They comfort, protect, and encourage people who are in need. They give leadership to collecting and distributing Benevolent funds provided by the membership. They also minister to the membership through the preparation and the serving of the Lord's Supper.



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Qualifications of a Deacon

Deacons must be members in good standing of The Orchard Church and possess the qualifications stated in I Timothy 3:8-13. These qualifications are listed below:

Deacons likewise must be dignified, not double-tongued, not addicted to much wine, not greedy for dishonest gain. They must hold the mystery of the faith with a clear conscience. And let them also be tested first; then let them serve as deacons if they prove themselves blameless. Their wives likewise must be dignified, not slanderers, but sober-minded, faithful in all things. Let deacons each be the husband of one wife, managing their children and their own households well. For those who serve well as deacons gain a good standing for themselves and also great confidence in the faith that is in Christ Jesus.

1 Timothy 3:8-13 ESV

Selection

Nominations will be made by the membership annually from those members in good standing, who are perceived to meet the qualifications of Deacon and have proved themselves to have a heart to serve others. The Deacons will review these nominees. The Deacon Chairman will recommend to the Elders those they have examined and find qualified and who confirm that they sense the Lord's calling to serve as a Deacon. At the Annual Meeting, Deacons shall be elected by a three-fourths majority of qualified church members.

Ordination

Deacon candidates, who have been approved but have not previously been ordained in a gospel-preaching church, shall be ordained by the Elders in the presence of the membership. Affirmed Deacon candidates will not serve as active Deacons until they have been ordained.

Term of Office

Deacons will serve one three-year term but can be re-elected to no more than a consecutive three-year term, at which time the Deacon is required to rotate off for one year before becoming eligible for another term. At the completion of their three-year term of service, with the recommendation of the Deacon Chairman and the Deacon's affirmation that God's leading is for them to continue serving as an active Deacon, the Deacon Chairman will present the names of those Deacons whom they recommend to continue to serve to the Elders for concurrence. Deacons recommended and approved for a continuance of active service will not require reaffirmation by a membership vote.



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Number of Deacons

The Deacon Chairman will determine the number of active Deacons with the concurrence of the Elders. The Elders can appoint a Deacon position until the next election if a vacancy occurs.

Discipline and Removal

Removal of a Deacon from active service, other than by completion of a term of service or resignation, shall be by the Elders' action at the Deacon Chairman's recommendation.

Meetings and Organization

Deacons shall meet regularly for prayer, Bible study, and discussion of the fulfillment of the duties and responsibilities of Deacons. The frequency of meetings shall be as determined by the Deacon Chairman. The Deacons shall prepare written policies and procedures for submission to the Elders for concurrence.

E. MINISTRY TEAMS

General

The Orchard Church is committed to accomplishing its stated goals through the ministry of its members. The staff's responsibility is to equip and release lay leaders to do the church's ministry. To accomplish these goals, The Orchard Church is determined to organize into "Teams" to be more effective. Teams are focused on achieving a stated or determined goal, or set of goals, to fulfill the ministry God has called those participating to do.

Empowerment

Teams organize and function under policies and procedures established by the staff and approved by the Elders. All ministry teams work with a staff liaison that helps them with decision-making, training, communication, and resource allocation.

Ministry

Teams perform the ministry best when it is organized around a plurality of members with complementary spiritual gifts and calling. Teams are the basic ministry organizing units of The Orchard Church to accomplish its goals within the guidelines of our Mission Statement. Teams are not policy-setting entities. Instead,



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they are the “hands and feet” of the body of Christ. The Orchard Church policies and procedures provide a framework for teams to operate successfully.

Structure

Every ministry team shall have a lay leader that works with The Orchard Church staff leadership to accomplish the team’s objectives. The size of the team and function should be suited to their specific role within the Congregation. The qualifications for team membership can vary based on the degree of responsibility of the team. The members of the team will be selected by the team leader and the Elders.

Dissolution

Teams may be dissolved upon the recommendation of the Elders.

FINANCE MINISTRY TEAM

The Finance Ministry Team (FMT) team works with Lead Pastor and The Orchard Church Staff to help plan and oversee all financial matters related to The Orchard Church. They meet monthly to review budget performance and evaluate any long-term financial issues that must be resolved.

The FMT, Lead Pastor, and The Orchard Church staff will develop the annual budget to be presented and approved by the FMT. Once FMT approves the recommended budget, it must be submitted to the Elders for their approval and then final approval by the Congregation.

The Orchard Church staff compensation and benefits regarding the budget will be developed with the Lead Pastor, The Orchard Church staff, and the Personnel Ministry Team (PMT). The PMT must approve all salary recommendations and is directly responsible for setting the salaries and benefits packages for The Orchard Church Staff. Salaries are not published or discussed in church business meetings outside the responsibility of the FMT, PMT, and the Elders. The FMT chairman is automatically a PMT member to help ensure coordination and agreement in all budget planning.

The Lead Pastor and The Orchard Church Staff may not exceed the approved budget without approval from the FMT and the Elders. The Elders have the



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authority to override any decision made by the FMT. However, if such an occasion should arise, it will be necessary for the Elders to meet with the FMT and discuss the matter entirely.

FMT members must be members of The Orchard Church for at least one year before serving in this role. Additionally, they must have the professional skills necessary to perform their assigned tasks. They are recommended by the Lead Pastor for approval by the Elder Board. Members serve one three-year term. Former members are eligible to serve again after being inactive for one year.

The FMT may not hire or dismiss a staff member. This is the responsibility of the Lead Pastor with notification to the Elders.

PERSONNEL MINISTRY TEAM

The Personnel Ministry Team (PMT) will work with the Lead Pastor and The Orchard Church staff to help plan and establish HR guidelines and policies for The Orchard Church. They will meet as needed in preparation for the annual budget. They will assist and support The Orchard Church Staff in the hiring, disciplining, developing, and releasing of personnel, annual personnel review, staff salaries, and benefits packages. In this capacity, they serve an essential advisory/support role to The Orchard Church Staff because of their expertise and wisdom in all personnel-related matters.

The PMT is responsible for working with the FMT to recommend to the Elders the compensation and benefits packages for the Orchard Church Staff. PMT will present to the Elders and recommend the coming budget. The Chairman of the FMT, as a member of the PMT, will answer any general questions of the FMT concerning salaries. Salaries will not be published or discussed in church business meetings outside the responsibility of the PMT, FMT, and the Elders.

The Elders have the authority to override any decision/recommendation by the PMT. However, if such an occasion should arise, it will be necessary for the Elders to meet with the PMT and discuss the matter entirely.

When the PMT presents their recommendations to the Elders concerning The Orchard Church's Lead Pastor or any The Orchard Church staff member's salaries



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and benefits, they will not be present and have no authority to alter said recommendation.

PMT members must be members of The Orchard Church for at least one year before serving in this role. Additionally, they must have the professional skills necessary to perform their assigned tasks. They are recommended by the Lead Pastor/The Orchard Church staff for approval by the Elders. Members will serve a three-year term. Former members are eligible to serve again after being inactive for one year.

The Orchard Church Staff must consult with the assigned PMT member for all personnel-related issues, including hiring, releasing of staff, any disciplinary action that may be needed, and the annual personnel review. The PMT can't hire or remove any The Orchard Church staff member. This is the responsibility of the Lead Pastor/The Orchard Church Staff, but a PMT member will be involved in the process to provide counsel and support to the Senior Pastor and The Orchard Church Staff.

The PMT will assist The Orchard Church staff in updating all job descriptions, employee goals and objectives, and personnel files annually.



V - MEMBERSHIP

Covenant Membership

Church membership is a commitment to function as a loyal and active servant of this local body of Christ rather than merely affiliating with an organization. (Rom. 12:3-21; 1 Cor. 12)

Members who enter a covenant with us are called to a higher degree of responsibility, service, and sacrifice. Covenant Members are committing to be part of a spiritual family that will provide support and encouragement in your walk with Christ. The Orchard Church Elders and leaders pledge to assist our Covenant Members first and foremost by providing care and counsel, praying, teaching, and guiding as necessary.

Pursuing Covenant Membership

Membership will be granted to anyone who offers a biblical testimony of salvation, has been scripturally baptized, attends the required new membership class, and agrees to accept the responsibilities of membership by signing the membership covenant. Once accepted, the new member's name shall be added to the Orchard Church roll and publicized to the membership. If no clear evidence of salvation is found, the applicant cannot be accepted into the membership. However, The Orchard Church will diligently offer Christian love, prayer, and Scripture, making every attempt to lead the individual to Christ and then church membership. (John 3:16; Rom. 1:16-17; 10:9-10; Eph. 2:8-9; James 2:14-26)

Responsibilities of Membership

Personal Holiness: To bring to The Orchard Church a submitted and Spirit-filled life. Our relationship with the Lord is the source of everything we have to offer one another. It is impossible to help others improve their relationship with God, or others, apart from God working in us. (John 15:5)

Christian Relationships: To pursue godly relationships within The Orchard Church family. The Bible teaches that the Church is the Body of Christ in the world. We are representatives, members, of that Body. Each part of the Body must pursue healthy relationships, respecting and caring for the other parts of the Body. (Rom. 12; 1 Cor. 12; 2 Cor. 1:12)

The Investment of Life: To seek to serve more than be served. We live in a society that encourages self-centeredness. As the people of God, we are called to give our



V - MEMBERSHIP

time, talents, spiritual gifts, and financial resources in service to others. (Mark 10:35-45; John 13:12-15; 1 Cor. 12; Rom. 12:3-21; 2 Cor. 4:5)

Additional responsibilities of membership will be detailed in the membership covenant signed upon completion of the membership class.

Privileges of Membership

Decision Making: Several important decisions and affirmations are made by the members in congregational meetings. To participate in such decisions, a member must be at least 18 years old and be in attendance at such meetings.

Office Holding: Every member is eligible for consideration as a candidate for offices in The Orchard Church, subject to scriptural qualifications. (Acts 6:1-7; Eph. 4:11; 1 Tim. 3)

Teaching Privileges: All regular teachers of The Orchard Church must be members.

Interest in The Orchard Church Property: Members of The Orchard Church have no property rights in the property of The Orchard Church and, upon the termination of membership, shall not be entitled to any interest in The Orchard Church's assets.

Discipline of Members

Purpose: The purpose of church discipline is to glorify God by maintaining purity in the church (1 Cor. 5:6), (2) protect believers by deterring sin (1 Tim. 5:20), and (3) promote the spiritual welfare of the offending believer by calling them to return to biblical standards of doctrine and conduct. (Gal. 6:1)

Process: Members and all other professing Christians who regularly attend or fellowship at The Orchard Church who err in biblical doctrine or conduct shall be subject to discipline according to Matthew 18:15-18. Such person, hereafter, will be referred to as an "Erring Person." Before such discipline reaches its final conclusion, the following will be done:

1. It shall be the duty of any Orchard Church member who has knowledge of the Erring Person's unbiblical beliefs or misconduct to warn and to correct such Erring Person in private, seeking their repentance and restoration. If the Erring Person does not heed this warning, then,



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2. The warning member shall again go to the Erring Person accompanied by one or two witnesses to warn and correct such Erring Person, seeking their repentance and restoration. If said Erring Person still refuses to heed this warning, then,

3. It shall be brought to the attention of the Elders. It is understood that this process will continue to a conclusion whether the Erring Person leaves The Orchard Church or otherwise seeks to withdraw from membership to avoid the discipline process. The Elders will appropriately investigate any allegation brought by one church member against another. If these allegations are warranted, two or more Elders will contact the Erring Person and seek their repentance and restoration. If the Erring Person refuses to be restored, the matter will be presented to the Elders, who will act to protect the church by removing the Erring Person's membership and notifying the church in accordance with Matthew 18. However, even at this point, The Orchard Church will pray for the restoration of the Erring Person.

Reinstatement: If such dismissed member heeds the warning, demonstrates repentance, and requests reinstatement, they shall be publicly restored to membership through the affirmation of the Elder Council and notification of The Orchard Church.

Termination of Membership

The Orchard Church membership shall be terminated and the member's name removed from the membership roll at the death of the member, transfer of membership to another church, at the written request of a member, or as a result of church discipline. (1 Cor. 5:12). If a member fails to attend the church for a twelve (12) month period or for items as outlined in the covenant of membership, their name might be removed from the membership roll upon recommendation of The Orchard Church staff and approved by the Elders. This person would not be cut off from the church but would no longer have membership privileges.



VI - MEETINGS

Annual Meetings

There shall be an Annual Meeting of The Orchard Church, at which time the Elders and The Orchard Church Staff shall provide detailed presentations of the activities of The Orchard Church during that year. They will discuss issues, events, and anticipated activities for the coming year. The Elders or a designated representative will moderate this “family meeting” to provide explanations, answers, insights, and comments as appropriate. The Elders will publish the minutes of this meeting to The Orchard Church body and will be available upon request at The Orchard Church office.

Special Meetings

Special meetings of The Orchard Church membership can be held when called by the Lead Pastor, one-third of the Elders, or 25% of the “Qualified Church Members” of The Orchard Church. The meeting must be held within thirty days of such request.

Notice

Notice of the time of these meetings (Annual and Special) shall be published in writing in a churchwide publication to allow each member an opportunity to reasonably know of the meeting. This official notice must be published at least ten days (10) prior to the meeting and at most thirty days (30) before the date of such meeting. If the place of the meeting is to be at a location other than the principal worship center of The Orchard Church, such location must be provided in the notice. The notice shall state the time and date of the meeting. Notice of a Special Meeting shall state the purpose of the meeting.

Presiding Official

The Elders or their designated representative shall moderate all such meetings.

Voting

The Elders will present issues calling for a decision of The Orchard Church congregation. These decisions shall be voted upon by Qualified Church Members. A Qualified Church Member is any person at least 18 years of age who has been received into church membership and is not under the process of church discipline. Each Qualified Church Member shall be entitled to cast one vote. The moderator of the meeting shall determine the method of seeking affirmation.



VI - MEETINGS

Quorum

A quorum for decision-making at an Orchard Church meeting shall consist of 20% of the “Qualified Church Members” eligible for voting and attending such meetings.



VII - MATTERS TO BE CONSIDERED BY CONGREGATION

The Elders will secure the affirmation of The Orchard Church body regarding the following:

1. The termination of the existing Lead Pastor or the appointment of a new Lead Pastor. Either shall be done in an Annual or Special Meeting and must be consistent with the Bylaws for those meetings. A 75% affirmative vote of "Qualified Members" is required to affirm the Elder's recommendation on either matter.
2. The approval of new Elders, Board of Directors, and Deacons.
3. The approval of debt for the church in excess of \$50,000 or the expenditure of funds above the approved annual budget in excess of \$50,000; provided that funds used for benevolence, capital improvements, or monies given for a specific cause (e.g., a bible project) are excluded from this provision.
4. The changing of the denominational affiliation of The Orchard Church.
5. The changing of the Articles of Incorporation or the Constitution/Bylaws.
6. The approval of the annual church budget.

Electing a New Lead Pastor

When the position of Lead Pastor is vacated, the Elder Council will take appropriate action to (a) secure a qualified candidate to serve as interim Lead Pastor or (b) otherwise ensure that the duties of Lead Pastor are appropriately carried out by one or more qualified individuals. Once a qualified Lead Pastor candidate has been identified by the Elder Council, they will recommend the new candidate to the membership in an Annual or Special Meeting. A three-fourths affirmative vote is required to affirm the Elder Council's recommendation.

Amending the Constitution

Constitutional amendments require a three-fourths majority vote by the Elders before they can be presented to the Congregation. Additionally, amending the constitution requires a minimum participation of 25% of the total membership of



VII - MATTERS TO BE CONSIDERED BY CONGREGATION

The Orchard Church. This will constitute a quorum. All amendments will require a two-thirds affirmative vote of those participating to pass.

Parliamentary Procedure

Church business meetings will be conducted according to Robert's Rules of Order, except as this constitution conflicts. It is understood that God's Word holds precedent over Robert's Rules or any other governing authority regarding how people conduct themselves during the meeting. Therefore, if the meeting is not being conducted according to biblical principles, the Elders can adjourn the meeting.

Ordination, Licensing, and Commissioning

The Orchard Church reserves the right, through its Elders, to ordain, license, or commission individuals as ministers of the gospel to perform the ordinances and ceremonies of the church, including, but not limited to, marriage, baptism, communion, and funerals.

Purpose

The purpose of the conflict of interest policy is to protect The Orchard Church's (the Church) interest when it is considering a transaction that might benefit an Elder, member of the Finance or Personnel committee, or Director of the Church who is making a decision in which he or she has an interest.

Definitions

1. **Interested Person** - Any Elder, member of the Finance or Personnel Committees, or Director who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Family** - Spouse, parents, grandparents, siblings, children (including all stepchildren), grandchildren, in-laws, uncles, aunts, cousins, nieces, and nephews.
3. **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Church has a transaction or arrangement,
 - b. A compensation or missions support arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Procedures

1. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Elder Council considering the proposed transaction. Disclosure should also be made to any committees making a decision where a conflict of interest may exist.
2. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she must leave the Elder Council meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders must decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Elder Council meeting, but after the presentation, he/she must leave the meeting during the discussion of, and the vote on, the transaction involving the possible conflict of interest.
- b. After exercising due diligence, the Elder Council must determine whether the Church can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the Elder Council must determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Church's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Elder Council must make its decision as to whether to enter into the transaction.

4. Violations of the Conflicts of Interest Policy

- a. If the Elder board or committee has reasonable cause to believe a member or employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member or employee an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Elder board or committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the Elder Council meeting must contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and any action taken to determine whether a conflict of interest was present, and the Elder Council's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings.

Annual Statements

Each Elder, member of the Finance or Personnel Committees, and Director member must sign an annual statement which affirms such person:

- a. Has read and understands the policy,
- b. Has agreed to comply with the policy,
- c. Understands the Church is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes, and
- d. Discloses any potential conflict of interest for review.

Use of Outside Experts

When reviewing potential conflicts of interest, the Church may, but need not, use outside advisors. If outside experts are used, their use will not relieve the Elder Council of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Disclosure Annual Reporting Statement

I have read and understand the Conflict of Interest Policy. I hereby declare and certify the following real or apparent conflict(s) of interest:

Disclosure Statement:

I agree to promptly inform the Elder Council upon the occurrence of each event that could potentially result in my involvement in (or implication in) a conflict of interest.

Date

Signature

Title

Printed Name



APPENDIX B: WHISTLEBLOWER POLICY

General

The Orchard Church (the Church) requires Elders, Pastors, and Staff to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

If any person knows of, or has a suspicion about, misconduct, dishonesty, or fraud, the chair of Elder Council and the Operations Director should be contacted. In the case of the Operations Director being the subject of concern, the chair of the Elder Council should be contacted. In the case of the chair of the Elder Council being the subject of concern, any other member of the Elder counsel and the Operations Director should be contacted.

Handling of Reported Violations

If the Elder Council chair or Operations Director receives information about significant misconduct, dishonesty, financial improprieties or fraud, they will inform the Elder Council, which will determine the procedure for investigating all credible allegations.

No Retaliation

No Elder, Pastor, or Staff person who in good faith reports a suspected violation will be subject to harassment, retaliation or adverse consequences. An employee who retaliates against anyone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

Confidentiality

At all times, the privacy and reputation of individuals involved will be respected. If the person providing the information requests anonymity, this request will be respected to the extent that doing so does not impede any investigation.



THE ORCHARD CHURCH