

Bylaws of Vertical Church Gallipolis



BYLAWS OF VERTICAL CHURCH GALLIPOLIS

Revision Adopted February 18, 2025

These bylaws govern the affairs of Vertical Church Gallipolis, an Ohio nonprofit religious corporation (the “Church”). The Church is organized under the General Not-For-Profit Corporation Act of Ohio, as amended (the “Act”).

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

1.01 Name and Principal Office.

The name of the Church is Vertical Church Gallipolis. The principal office of the Church in the State of Ohio shall be located in Gallipolis, Gallia County.

ARTICLE 2 - STATEMENT OF FAITH AND BELIEFS

2.01 What We Believe.

a) Cultural Pursuits

The four pursuits are established at the Church as the biblical priorities for the ministry. The distinctives of the Church are established as the biblical priorities for the ministries.

- i. **Bold Preaching:** Unapologetic exposition and application of the Word of God.
2 Timothy 4:2 (ESV) - “Preach the word; be ready in season and out of season; reprove, rebuke, and exhort, with complete patience and teaching.
- ii. **Purposeful Discipleship:** Maturing believers making disciples.
1 Thessalonians 2:8 (ESV) - “So, being affectionately desirous of you, we were ready to share with you not only the gospel of God but also our own selves, because you had become very dear to us.”
- iii. **Fervent Prayer:** Prayer that is dependent on God and expectant based on his character and promises.
Romans 12:12 (ESV) - “Rejoice in hope, be patient in tribulation, be constant in prayer.”
- iv. **Passionate Worship:** Worship that engages our deepest affections for God and expresses the truth of His faithfulness, glory, and the redemptive work of Christ.
Psalm 95:6 (ESV) - “Oh come, let us worship and bow down; let us kneel before the Lord, our Maker!”
- v. **Courageous Evangelism:** Gospel proclamation that overcomes fear in order to share the good news of Jesus Christ.
John 20:21 (ESV) - “*Jesus said to them gain, ‘Peace be with you. As the Father has sent me, even so I am sending you.’*”
- vi. **Strategic Church Planting:** Partnerships that multiply churches around the world.
Acts 14:23 (ESV) - “*And when they had appointed elders for them in every church,*

with prayer and fasting they committed them to the Lord in whom they had believed."

b) DOCTRINAL STATEMENT

i. THE SCRIPTURES

We believe in the Scriptures of the Old Testament and New Testament as verbally inspired by God and inerrant in the original writing. We believe the 66 books of the Old Testament and New Testament are God's completed and sufficient revelation for the total well-being of mankind.

ii. GOD

We believe in the only true God (John 17:3), the Father, the Son, and the Holy Spirit (Matthew 28: 19-20). He created all things (Revelation 4: 11) and upholds all things by the Word of His power (Hebrews 1:3). In Him, we live and move and have our being (Acts 17:28). He is a God of truth and without iniquity. Just and right is He (Deuteronomy 32:4), and He shall judge the world (Psalm 9:8). We believe that the Godhead eternally exists in three persons, the Father, the Son, and the Holy Spirit; and that these three are one God, having precisely the same nature, attributes, and perfections, and worthy of precisely the same homage, confidence, and obedience (Mark 12:29; John 1:1-4; Matthew 29:19-20; Acts 4:3-4).

iii. JESUS CHRIST

We believe in the total deity of the Lord Jesus Christ. We believe He is the manifestation of God in the flesh. We believe He was conceived by the Holy Spirit and born of the Virgin Mary. We believe Him to be fully God and fully man (John 1:1, 14, 18; John 14:8-9; 1 Timothy 3:16).

iv. HOLY SPIRIT

We believe that the ministry of the Holy Spirit is to glorify the Lord Jesus Christ during this age. He convicts us of sin and regenerates the sinner upon believing on Christ, baptizing the believer into one body of which Christ is the head. He indwells guides, instructs, fills, comforts, and empowers the believer for godly living and service through individually bestowed spiritual gifts. While the Scriptures do not teach that certain gifts have ceased, it does seem to indicate that their usage would vary according to the need that each gift is designed to meet. The Church does not encourage the use of "sign gifts."

Instead, we choose to emphasize the more excellent way of love and zeal for the more edifying gifts (John 16:8; 13:15; Titus 3:5; Ephesians 1:22; 4:11-12; Romans 8:9-17; 12:4-8; 1 Corinthians 3:16; 12:4-5, 11-13, 19; Galatians 5:25; Hebrews 4:1-4; 2 Corinthians 12:12).

v. MAN

We believe that man was created in innocence under the law of his Maker, but by voluntary transgression fell from his sinless and happy state in consequence of which all mankind are now sinners, not only by constraint, but by choice and therefore under just condemnation without defense or excuse. We believe that without exception every man is totally depraved and needs a Savior (Genesis 3:1-6; Romans 3:10-19; Romans 1:18, 32).

vi. SALVATION

We believe that the Lord Jesus Christ died for our sins according to the Scriptures, as a representative and substitutionary sacrifice. We believe that all who by faith receive Him as their personal Savior are justified on the basis of His bloodshed on Calvary. They are born again of the Holy Spirit and thereby become eternally secure as children of God. We believe the Holy Spirit baptizes a person who believes into the body of Christ at the moment of salvation (Romans 8:37- 39; 2 Corinthians 5:21; 1 Corinthians 12:13).

vii. RESURRECTION

We believe in the resurrection of the crucified body of our Lord Jesus Christ, His ascension into heaven, and His present life for us as High Priest and Advocate (Acts 1:3, 9; Hebrews 7:25- 26).

viii. RETURN OF CHRIST

We believe in "*that blessed hope*," the personal, premillennial, and imminent return of our Lord Jesus Christ. His return has a vital bearing on the personal life and service of the believer (I Thessalonians 4: 13-18).

ix. BAPTISM AND COMMUNION

We believe that Christian baptism is a public declaration of and identification with Christ in His death, burial, and resurrection signified by immersion in water. The Lord's Supper is the commemoration by believers of Christ's death until He comes and should be preceded by a careful self-examination (Acts 4:13; Romans 6:3-6; 1 Corinthians 11:20-29).

x. THE CHURCH

Upon accepting the Lord Jesus Christ as Savior, all believers have therefore become part of His body, the church. There is one church universal, composed of all those who acknowledge Jesus Christ as Savior and Lord. The Scriptures command believers to gather together to devote themselves to worship, prayer, teaching of the Word, observance of the ordinances (baptism and communion), fellowship, service to the body through the development and use of talents and gifts, and outreach to the world in fulfillment of the command of Christ to make disciples of all believers (Ephesians 5:23; Romans 12:1; Acts 2:42-46; 1 Corinthians 14:26; Matthew 28:18-20). Wherever God's people meet regularly in obedience to this command, there is the local expression of the church (under the watch care of Elders and other supportive leadership). Its members are to work together in love and unity, intent on the one ultimate purpose of glorifying Christ (Ephesians 4:16).

xi. STATEMENT ON MISSIONS

Missions is a response to the call Jesus Christ has given us to be His witnesses in all the earth. Realizing that the cause of Christ extends beyond any one local fellowship, we commit ourselves to an ongoing ministry of extending the call of Christ to make disciples around the world. The Church is committed to the establishment and support of biblically-based, reproducing churches worldwide, planting churches that plant churches. The primary focus and priorities that guide Missions are centered on efforts that establish, reproduce, and strengthen the local church. Our aim is to glorify God through the fulfillment of the Great Commission in the spirit of the Great Commandment by making disciples in all nations.

c) CHRISTIAN LIVING

i. CONCERNING CONDUCT

The Bible teaches that all believers are saints, set apart unto God and are thus responsible to live in such a manner as not to bring reproach upon their Savior and Lord (Romans 21:1-2; 1 Peter 1:14-19; 2 Timothy 2:19; Titus 2) lest the Word of God be blasphemed (1 Timothy 6:1; Titus 2:5). As Christians we should obey the Word of our Lord, seek the things which are above, walk as He walked, and accept as our responsibility the duty and privilege of bearing the Gospel to a lost world (1 John 2:3; Colossians 3:1; Ephesians 5:23; Matthew 29:19-20). A victorious and fruitful Christian life is possible only for those who have presented themselves wholly to Christ and walk by the power of the Holy Spirit, which all believers are called to do (Romans 12:1,2; Galatians 5:16; Ephesians 5:18; Romans 6, 7).

- *"I beseech you therefore brethren, by the mercies of God, that you present your bodies a living sacrifice, holy, acceptable to God, which is your reasonable service."* Romans 12:1
- *"Walk in the Spirit and you shall not fulfill the lusts of the flesh."* Galatians 5:16
- *"Be not drunk with wine . . . but be filled with the Spirit."* Ephesians 5:18

ii. CONCERNING SEPARATION

Because of God's holy nature and the believers' high calling, Scripture teaches and commands personal and ecclesiastical separation from religious apostasy (2 John 7-11; Romans 16:17; Titus 3:10), from all worldly and sinful pleasures, practices, and associations (1 John 2: 15- 17; James 4:4; 2 Timothy 3: 1-5), and from professing believers living in willful disobedience to the Word of God (2 Thessalonians 2:15; 3:6,14-15; 1 Corinthians 5). This does not include separation from unbelievers who need the Word of God to penetrate their world with the Gospel of Jesus Christ.

- *". . . note those who cause divisions and offenses, contrary to the doctrine which you learned and avoid them."* Romans 16:17
- *". . . that you withdraw from every brother who walks disorderly and not according to the tradition which he received from us."* 2 Thessalonians 3:6
- *"And if anyone does not obey our word in this epistle, note that person and do not keep company with him that he may be ashamed."* 2 Thessalonians 3: 14

2.02 Statement of Marriage.

We believe that because God our Creator established marriage as a sacred institution between one naturally-born man and one naturally-born woman, the idea that marriage is a covenant only between one man and one woman has been the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one man and one woman, as clearly conveyed in God's inerrant Scriptures, including for example in Matthew 19:4-6 where in speaking about marriage

Jesus referred to the fact that “he which made them at the beginning made them male and female,” the Church hereby creates this policy, which shall be known as the “Marriage Policy.”

Under this Church’s Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No elder, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church’s Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

This Church’s Marriage Policy specifically prohibits acts or omissions, including but not limited to, permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church’s Marriage Policy or the Traditional Definition of Marriage, including but not limited to, permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Church’s Marriage Policy is based upon God’s will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote; referendum; prevailing opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

ARTICLE 3 - AUTONOMY

3.01 Autonomy.

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational or affiliation control. Recognizing, however, the benefits of cooperation with other churches or organizations in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like precious faith.

3.02 Affiliation.

Although the Church is autonomous in governance and polity, we so choose to partner with The Great Commission Collective and other like-minded agencies for the mission of the church and strengthening its leaders. This is fully dependent upon the like-mindedness of agencies to the likeness of the Church and its’ missions. This is dependent on biblical convictions, gospel centeredness, missional priorities and cultural convictions. These relationships will be evaluated annually by the board of elders.

ARTICLE 4 - PURPOSES

4.01 Purposes.

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- b) To glorify God through the fulfillment of the Great Commission (Matthew 28:19-20) in the spirit of the Great Commandment (Matthew 22:37-39). The commission is fulfilled as disciples of Jesus Christ are made. God is glorified as we manifest His presence in doing so (2 Timothy 2:2; 1 Corinthians 10:31).
- c) To ordain, license, employ, and commission ministers of the Gospel, and others, to conduct and carry-on divine services at the place of worship of the Church, and elsewhere.
- d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Ohio and elsewhere.
- e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- f) To promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 - POWERS AND RESTRICTIONS

5.01 Power and Restrictions.

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

- a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- b) In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- c) The Church shall not accept any gift or grant if the gift or grant contains conditions that would substantially restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 - MEMBERSHIP

6.01 Membership.

The Church shall have a membership process. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. Candidates for membership shall be presented to the Board of Elders for consideration. After approval by two-thirds (2/3) vote of the Board of Elders in attendance at a meeting to consider such membership after establishing a quorum (simple majority) of eligible Elders are in attendance in order to conduct such meeting, the new members shall have all the rights, privileges and responsibilities of a member of the

Church. The Board of Elders may adopt and amend application procedures for membership in the Church. Members are not entitled to vote in person, by proxy, or otherwise.

6.02 Qualifications for Membership.

- a) The minimum qualifications for membership are as follows:
 - i. Personal commitment of faith in Jesus Christ for salvation;
 - ii. Baptism by immersion as a testimony of salvation;
 - iii. Completion of the Church's membership process; and
 - iv. Commitment to abide by the Church's membership application.

- b) The effectiveness of our joining together will be determined by the level of the commitment we make. In a society where so few make commitments and fewer still keep them, the Church is seeking a group of people who are determined to know the joy Christ intended for His body, the church. To this end members of the Church must be willing to live in submission to our doctrinal statement and these Bylaws. Further they must be willing to abide by the entire membership application:
 - i. I have by faith, become a follower of Jesus Christ, and I have been baptized as a visible way of demonstrating that commitment;
 - ii. I will, with God's help, seek to maintain my consistent disciplines of prayer, Bible study, and evangelism;
 - iii. I will neither criticize nor listen to criticism concerning any member(s) of this body and will, when personally offended, speak directly and lovingly with those involved;
 - iv. I will financially support the ministries of the Church by giving back to the Lord a biblical portion of my increase faithfully.

6.03 Termination and Dismissal of Membership.

Members shall be removed from the Church roll for the following reasons:

- a) by personal request of the member;
- b) the transfer of membership to another church;
- c) death; or
- d) termination of membership by the Board of Elders as it deems necessary.

The Board of Elders may terminate a person's Church membership when, in the opinion of the Board of Elders, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community. Dismissal of Church membership shall require the majority vote of the Board of Elders.

6.04 Restoration of Membership.

Dismissed members may be restored by the Board of Elders according to the spirit of 2 Corinthians 2:7-8 and Galatians 6:1, when their lifestyles are judged to be in accordance with the membership covenant. Restoration of Church membership shall require the vote of two-thirds (2/3) of the Board of Elders.

ARTICLE 7 - PERMANENT COMMITTEES AND COMMISSIONS

The following shall be standing committees and commissions of the Church:

- Board of Elders
- Deacons
- Deaconesses
- Staff

7.01 Board of Elders.

The Board of Elders shall have responsibility for the spiritual oversight of the Church, and the responsibilities of a board of directors under state law and particularly the Act.

- a) **General Information.** The Scriptures are clear that the Elders' responsibility is the spiritual oversight of the congregation. The Elders' responsibility can be broken down into three main areas:
- i. Ensuring that the doctrine of the church remains purely biblical; all doctrinal issues in the church will be settled by the Board of Elders.
 - ii. Ensuring that the spiritual direction of the church remains consistent with our statement of purpose and the four cultural pursuits as outlined in these Bylaws.
 - iii. Administering in love and humility the biblical process of church discipline as outlined in Matthew 18:15-20 and Galatians 6:1-4.
 - iv. The process of appeal will be through The Great Commission Collective if the elder board comes to the point of disunity, division, and members are disruptive. The discovery will play a part in the decision of the board but will remain independent to the board.

The pastors of the Church have the spiritual authority of the biblical Elders; however, with the exception of the Senior Pastor, they will serve on the Board of Elders only as needed and at the request of the Board of Elders. When the need arises for additional Church Elders generally (not just for the Board of Elders), a nominee will be chosen by the existing Board of Elders. In keeping with the clear injunctions regarding authority structures within the church, only men will be considered for the office of Elder. Each Elder will be asked for a three (3) year commitment. At the end of three (3) years, the commitment will be reviewed, along with a possible recommitment and reaffirmation by fellow Elders.

During the review, both the individual and the other Elders shall evaluate his continued service as an elder, again considering the biblical qualifications, as well as any personal factors that might affect his service. An individual's service as an elder may be discontinued by his own decisions or by a consensus decision of the other Elders or the congregation.

A person leaving the Board of Elders would not preclude his service as a future elder, subject to the regular selection process.

All Elders will have equal authority and responsibility. The Senior Pastor will work in cooperation with the Elder Board Chairman if the senior or lead pastor is not the chair, to ensure healthy ministry development and strong accountability. Agenda items for the elder meetings must be submitted to the Elder Board Chairman prior to the Elders' meeting.

An Elders' meeting may not be held without a majority of the Elders present and the entirety of the Elders informed. The Elder Board Chairman will be the senior or lead pastor or by consensus decision of the Board of Elders with no fixed term and may not be one of the associate pastors.

QUALIFICATIONS OF ELDERS (Titus 1:6-9)

- Above reproach
- Able to teach
- Husband to one wife
- Not addicted to wine
- Temperate
- Not antagonistic
- Prudent
- Uncontentious
- Respectable
- Free from the love of money
- Hospitable
- Manage own household
- Not a new convert

Power to manage and govern the affairs of the Church is vested in the Board of Elders of the Church, except for powers granted to other Committees and Commissions by these Bylaws. The term "Board of Elders" shall mean Board of Directors as required by the Act. The Board of Elders of the Church shall have full power and authority to change any office from one location to another, either in Ohio or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Ohio. The registered office may be, but need not be, identical with the Church's principal office in Ohio. The Board of Elders may change the registered office and the registered agent as provided in the Act.

- b) **Ecclesiastical Tribunal.** The highest ecclesiastical tribunal of the Church shall be the Board of Elders. The Board of Elders shall be the express and final arbiter of ecclesiastical polity and religious doctrine. In deciding such matters, the Board of Elders shall use the standards of:
- i. The best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the tenets of faith of the Church;
 - ii. The furtherance of the religious purposes of the Church as discerned by the Board of Elders according to the teachings of the Holy Bible; and
 - iii. Primarily the English Standard Version of the Holy Bible. Other affirmed translations for the teaching and preaching of the word are from a literal translation such: Legacy Standard Bible (LSB), Geneva Bible (GB), Christian Standard Version (CSV), New American Standard Bible (NASB). Other translations that are dynamic equivalent may be referenced are: New International Version (NIV), New Living Translation (NLT). Paraphrased translations to be avoided, including but not limited to: The Message, The Passion Translation, and the Good News translation.
- c) **Number of Board of Elders Members.** The Board of Elders shall consist of the Senior Pastor, and until changed by amendment of the Certificate of Incorporation or these Bylaws, such number of additional Board of Elders Members as may from time to time be nominated and

elected in accordance with these Bylaws, provided that the total number of Elders shall not be less than three (3) nor more than nine (9). Additionally, there must always be a majority of non-employee and otherwise “independent” Board of Elders Members. Independence shall be defined as:

- i. Persons who are not employees or staff members of the Church;
- ii. Persons who may not individually dictate the operations of the Church, similar to an employee or staff member. A person who is an uncompensated CEO, for instance, is not independent;
- iii. Persons who do not report to, or are not subordinate to, employees or staff members of the Church;
- iv. Persons who do not report to, or are not subordinate to, other board members;
- v. Persons who do not receive a significant amount for consulting or speaking, or any other remuneration from the Church;
- vi. Persons who do not have relationships with firms that have significant financial dealings with the Church, officers, directors or key employees;
- vii. Persons who are not the paid legal counsel, related by blood or marriage to the paid legal counsel (see definition of blood or marriage in #3 above), or are employed by the firm that is the paid legal counsel of the Church; and
- viii. Persons who are not the auditors, related by blood or marriage to the auditors (see definition of blood or marriage in #3 above), or are employed by the auditing firm of the Church.

- d) **Term of Board of Elders Members.** Each Board of Elders Member, other than the Senior Pastor, shall hold office for a period of three (3) years or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting member of the Board of Elders.
- e) **Chairman of the Board of Elders.** The Senior Pastor shall serve as the Chairman of the Board of Elders and shall preside at all meetings of the Board of Elders, except in such instances wherein his recusal from the meeting is required. He shall have the power in his sole discretion to select an Appointee, who shall be endued with all powers of the Senior Pastor, in his absence, at any meetings of the Board of Elders or other Committees and/or Commissions. Any reference to the Senior Pastor in these Bylaws shall, by default, make reference to his Appointee.
- f) **Powers.** The Board of Elders shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Act, subject to any limitations under the Act, the Certificate of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Elders. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Elders shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

- g) **Nomination and Election.** The Senior Pastor shall nominate persons he deems qualified to serve on the Board of Elders. In addition, the Senior Pastor may appoint a Nomination Commission to report to the Senior Pastor regarding suitable nominees. The persons nominated by the Senior Pastor shall be presented to the Board of Elders for election at a regular or special meeting.
- h) **Vacancies.** The Senior Pastor shall nominate persons he deems qualified to serve on the Board of Elders to fill any vacancy occurring on the Board of Elders, and any position to be filled due to an increase in the number of Board of Elders Members serving. A vacancy is filled by the affirmative vote of the majority of the remaining Board of Elders Members, even if it is less than a quorum of the Board of Elders Members, or if it is a sole Board of Elders Member. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- i) **Meetings.** Regular or Special meetings of the Board of Elders may be held either within or outside the State of Ohio but shall be held at the Church's principal office in Gallipolis, Ohio if not indicated otherwise.
 - i. **Regular Meetings.** Regular meetings of the Board of Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders.
 - ii. **Special Meetings.** A special meeting of the Board of Elders may be called by the Senior Pastor or any three (3) Elder board members.
- j) **Action Without Meeting.** Any action required or permitted to be taken by the Board of Elders may be taken without a meeting if all of the Board of Elders Members, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.
- k) **Quorum.** A majority of the number of Board of Elders Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Board of Elders Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board of Elders Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board of Elders Members in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Board of Elders Members present may adjourn and reconvene the meeting one time without further notice.
- l) **Proxies.** Voting by proxy is prohibited.
- m) **Duties of Board of Elders Members.** Board of Elders Members shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The specific nature of those duties are: Oversight, prayer, theology, and shepherding. The Board of Elders Members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or

legal counsel. A Board of Elders Member is not relying in good faith if the Board of Elders Member has knowledge concerning a matter in question that renders reliance unwarranted.

Board of Elders Members are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

- n) **Delegation of Duties.** The Board of Elders is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Board of Elders Members has no personal liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.
- o) **Interested Parties.** Pursuant to the Act and the provisions of Article 11 below, a contract or transaction between the Church and a Board of Elders Member is not automatically void or voidable simply because the Board of Elders Member has a financial interest in the contract or transaction.
- p) **Actions of Board of Elders.** The Board of Elders shall try to act by consensus. However, the vote of a majority of the Board of Elders Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or the bylaws. A Board of Elders Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Elders.
- q) **No Compensation.** Board of Elders Members, including the Senior Pastor, shall not receive salaries or compensation for their services to the Board of Elders. The Board of Elders may adopt a resolution providing for payment to Board of Elders Members for reimbursement of expenses for attendance, if any, at a meeting of the Board of Elders. A Board of Elders Member may serve the Church in any other capacity and receive reasonable compensation for those services.
- r) **Removal of Board of Elders Members other than the Senior Pastor.** The Board of Elders may vote to remove a Board of Elders Member, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of an Board of Elders Member may be called and noticed following the procedures provided in these Bylaws. A Board of Elders Member may be removed by the affirmative vote of a majority of the Board of Elders Members. For provisions regarding removal of the Senior Pastor, see Section 8.07.
- s) **Resignation of Board of Elders Members.** Any Board of Elders Member may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the

receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- t) **Deadlock.** In the case where the Board of Elders shall, by reason of deadlock (whether because an even number of Board of Elders Members is seated on the Board of Elders, or because certain Board of Elders Members are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Elders, then, in such instance, the Senior Pastor-President or his Appointee, shall cast an additional ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Board of Elders. The majority ballot shall be cast in addition to the regular Board of Elders Member's vote cast by the Senior Pastor-President.
- u) **Additional Committees and Commissions.** The Board of Elders may, at its discretion, adopt a resolution establishing one or more additional Committees or Commissions. Any and all Committees or Commissions shall conform to rules established by the Board of Elders as well as the Act.
- v) **Church Disruptions.** Any person deemed by the Board of Elders or designee to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Elder or designee shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

7.02 Deacons and Deaconesses.

The Deacons are comprised of men and deaconesses are comprised of women who are able and proved as servants and qualifications by the scriptures. (1 Timothy 3:8-12).

- a) The office of Deacon and Deaconesses is not a governing board with authority and power, rather it is a group that cares, serves, and administers for the physical needs of the church that works in conjunction and under the authority of the elder board.
- b) The office of deacon and the office of deaconess is one that exists biblically to give leadership to the serving functions of the church (Acts 6). The Deacons will be responsible for the oversight of all benevolent, ordinance, and facility operations of the Church.
- c) The qualifications for deacons are the same as the elders in the area of character, but different in aptitude. The Elders are to be "apt to teach" while the deacons are to be "able and proved as servants."
- d) When the need arises for additional deacons or deaconess, a nominee will be chosen by the existing Board of Elders following an independent interview to determine if the nominee is biblically qualified.

- e) Each deacon and/or deaconess, upon appointment, shall be asked for a two-year commitment. At the end of two years the commitment will be reviewed, along with a possible recommitment and reaffirmation by fellow deacons and/or deaconess. During the review, both the individual and the other deacons shall evaluate his continued service as a deacon, again considering the biblical qualifications as well as any personal factors that might affect his service. An individual's service as a deacon may be discontinued by his own decision or by the consensus decision of the Board of Deacons. Upon their request the Elders will have the opportunity to participate in the review process.
- f) A person leaving the Board of Deacons would not preclude his service as a future deacon, subject to the regular selection process. Deacons shall serve a term of two years and be eligible for additional terms upon nomination of the Board of Elders. A deacon may only be dismissed by a consensus decision of the Board of Elders.
- g) **QUALIFICATIONS (I Timothy 3:8-12)**
- Individual of dignity
 - Above reproach
 - Not double tongued
 - First tested as servants
 - Not addicted to wine
 - Spouse must be faithful
 - Dignified
 - Temperate
 - Not fond of sordid gain
 - Holding to the mystery of faith with a clear conscience
 - Husband of one wife
 - Manages household well

7.03 Finance Commission.

The Finance Commission's role is to help the Board of Elders fulfill its fiscal and oversight responsibilities if/when activated or needed by the Elder Board.

- a) One of the permanent commissions of the Board of Elders, the Finance Commission will:
- i. Review and recommend approval of the annual financial budget prepared by the staff;
 - ii. Ensure that all financial reports prepared by the staff are timely prepared;
 - iii. Regularly review financial results;
 - iv. Annually, sit with the independent CPA (unless the Board of Elders appoints a specific Audit Commission tasked with the same function) to review the results of the last financial audit and the contents of the auditors prepared management letter; and
 - v. Provide advice, as may be requested by the Board of Elders, related to the management of Church-wide financial assets.

- b) The Board of Elders should seek to include as members of the Finance Commission those who possess skills in the disciplines of accounting, finance, and business practices. The committee should consist of at least three members whose terms of office should be staggered. Finance Commission appointments shall be approved annually by the Board of Elders. The Finance Commission shall fulfill its responsibilities within the context of the following overriding principles:
- i. Review and Approval of an Annual Operating Budget. Annually, the Finance Commission will review the proposed annual operating budget for the ensuing fiscal year as presented by management. After review and amendment, if necessary, the Finance Commission will recommend a final operating budget to the Board of Elders for approval. The approved operating budget formally confers spending authority for operating costs to management, subject to the policies and procedures adopted by the Board of Elders. The Finance Commission may provide guidance on modifications to the budget for new projects that happen to occur during the year based on any particular methodology (e.g., provided that the necessary spending is particularly funded or provided that the overall budget is balanced or within particular parameters).
 - ii. Review of the Financial Results. Quarterly, members of the Finance Commission may receive and review financial statements consisting of the then current: 1) balance sheet, 2) income statement, 3) cash flow statement; and 4) key financial performance benchmarks that the Finance Commission deems relevant from time-to-time. These financial statements will be accompanied by a narrative from management highlighting any financial issues and, where necessary, management actions taken.
 - iii. Maintenance and Policy Recommendation. Annually, the Finance Commission may review any specific Board of Elders policies regarding financial management and will make recommendations to the Board of Elders if necessary. These policies are with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reporting, employee benefit plans, signatory authority for expenditures and other policies for inclusion in any Board of Elders policies that the Finance Commission determines to be advisable for appropriate financial management.
 - iv. Timely/Accurate Financial Information. The Finance Commission will continually review and advise management regarding the form, content and frequency of all published financial information on the Church.
 - v. Other Responsibilities. Review and update the Finance Commission's charter. Oversee administration of the Church's conflict of interest policy, including the review and approval of significant conflicts of interest and related party transactions. Ensure that the Church is operating at the highest level of financial transparency that is commensurate for the size of the Church.

7.04 Independent Compensation Committee.

The Independent Compensation Committee shall determine and approve the Senior Pastor's compensation, as well as that of any of his family members if/when activated or needed by the Elder Board.

The Independent Compensation Commission is a permanent commission when and as directed by the Board of Elders. The Senior Pastor shall not be the chairman or a voting member of the Independent Compensation Commission. The Independent Compensation Commission shall be elected by a vote of the Board of Elders. The Independent Compensation Commission shall determine and approve the Senior Pastor's compensation, as well as that of any of his family members or other Church executives as requested by the Board of Elders. In so doing, the Independent Compensation Commission may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent Compensation Commission's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The Senior Pastor shall determine the executive staff's salary and benefits, other than any family member of his, subject to the approval of the Independent Compensation Commission.

7.05 Audit Commission

The Audit Commission's role is to act on behalf of the Board of Elders and oversee all material aspects of the church's financial reporting, control, and audit functions if/when activated by the Elder Board.

- a) Purpose. The Audit Commission's role is to act as an advisory body to the Board of Elders and oversee and provide advice and guidance on all material aspects of the Church's financial reporting, control, and audit functions. The Audit Commission's role includes a particular focus on the qualitative aspects of financial reporting, Church processes for the management of risk, and compliance with significant, applicable tax, legal, ethical, and regulatory requirements. The role also includes coordination with other Standing Committees and Commissions and maintenance of strong, positive working relationships with management, external and internal auditors, counsel, and other committee advisors.
- b) The Audit Commission should consist of at least three members. To ensure that the Audit Commission is independent, a majority of the Audit Commission members must be other than staff (including missionaries, volunteers, or other staff who have raised their own support). However, persons who volunteer a substantial number of work hours can meet the "non-employee/staff" qualification, as long as their services are not in decision-making roles. The Audit Commission chair should not be an employee of the church. The auditor should not serve as a member of the Audit Commission, but should only serve in an advisory capacity. Adequate financial expertise should be represented on the Audit Commission. Audit Commission appointments shall be approved annually by the Board of Elders.
- c) The Audit Commission shall fulfill its responsibilities within the context of the following overriding principles:
 - i. Communications. The chair and other Audit Commission members shall, to the extent appropriate, maintain an open avenue of contact throughout the year with

senior management, other committee/commission chairs, and other key committee/commission advisors (external and internal auditors, etc.), as applicable, to strengthen the Audit Commission's knowledge of relevant current and prospective Church issues.

- ii. Meeting agenda. Audit Commission meeting agendas shall be the responsibility of the Audit Commission chair, with input from Audit Commission members. The chair is also expected to ask management and key committee/commission advisors, and perhaps others, to participate in this process.
- iii. Meeting attendees. The Audit Commission shall request members of management, counsel, internal and external auditors, as applicable, to participate in Audit Commission meetings, as necessary, to carry out the Audit Commission's responsibilities. Periodically (at least annually), the Audit Commission shall meet in a private session with only the Audit Commission members. It shall be understood that either internal or external auditors, or counsel, may at any time request a meeting with the Audit Commission or Audit Commission chair, with or without management's attendance. *In any case, the Audit Commission shall meet at least annually in a private session separately with internal and external auditors.*
- iv. Meeting frequency. The Audit Commission shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Board of Elders, the Audit Commission, or the chair.
- v. Reporting to the Board of Elders. The Audit Commission, through the Audit Commission chair, shall report periodically to the Board of Elders (as deemed necessary, but at least once a year). In addition, summarized minutes from Audit Commission meetings shall be available to each Board of Elders Member prior to the meeting of the Board of Elders.
- vi. Maintain competency. The Audit Commission shall possess financial expertise sufficient to perform its functions. This expertise may be found in a single member or among a combination of Audit Commission members. The Audit Commission shall annually assess its competency and supplement with additional training as needed.

d) The Audit Commission's responsibilities include:

- i. Financial Reporting
 - 1. Review and assess the financial statements before they are released to the public or filed with funders or regulators.
 - 2. Review and assess the key financial statement issues and risks, their impact or potential effect on reporting financial information, the processes used by management to address such matters, related auditors' views, and the basis for audit conclusions.
 - 3. Recommend approval of changes in important accounting principles and the application thereof in both interim and annual financial reports.
 - 4. Advise financial management and the external auditors that they are expected to provide a timely analysis of significant, current financial reporting issues and practices.
 - 5. Review the management letter and review management's response to the management letter.

ii. Risks and Controls

1. Review and assess the Church's operating and financial risk management process, including the adequacy of the overall control environment and controls in selected areas representing significant risk.
2. Review and assess the Church's system of internal controls for detecting accounting and financial reporting errors, fraud and defalcations, legal and tax code violations, and noncompliance with the church's code of conduct. In that regard, review the related findings and recommendations of the external and internal auditors, together with management's responses.
3. Review the results of the annual audits of Board of Elders Members' and officers' expense accounts and management perquisites prepared by the external or internal auditors.

iii. External and Internal Auditors of Elders.

1. Recommend the selection of the external auditors for approval by the Board
2. Instruct the external auditors that they are responsible to the Board of Elders and the Audit Commission as representatives of the Church. In that regard, confirm that the external auditors will report all relevant issues to the Commission in response to agreed-upon expectations.
3. Review the performance of the external and internal auditors.
4. Obtain a formal written statement from the external auditors as to their independence. Additionally, discuss with the auditors any relationships or non-audit services that may affect their objectivity or independence.
5. Consider, in consultation with the external and internal auditors, their audit scopes and plans to ensure completeness of coverage, reduction of redundant efforts, and the effective use of audit resource.
6. Review and approve requests for any consulting services to be performed by the external auditors and be advised of any other study undertaken at the request of management that is beyond the scope of the audit engagement letter.
7. Review with management and the external auditors the results of the annual audits and related comments in consultation with other committees as deemed appropriate, including any difficulties or disputes with management, any significant changes in the audit plans, the rationale behind adoptions and changes in accounting principles, and accounting estimates requiring significant judgments.

- e) **Delegation of Authority.** Each Committee or Commission shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Board of Elders establishes or delegates any of its authority to a Committee or Commission, it shall not relieve the Board of Elders, or Board of Elders Members, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Elders shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees and Commissions.

No Committee or Commission shall have the authority to: (a) amend the Certificate of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church or entity of any kind; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all

of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or Commission or Board of Elders Member or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 11 below; or (j) take any action outside the scope of authority delegated to it by the Board of Elders or in contravention of the Act.

- f) **Term of Office.** Unless otherwise provided for in these Bylaws, each member of a Committee or Commission shall serve until the next annual meeting of the Board of Elders, or until a successor is appointed. However, the term of any Committee or Commission member may terminate earlier if the Committee or Commission is terminated by the Board of Elders, or if the member becomes incapacitated or dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Commission may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Commission shall serve for the unexpired portion of the terminated Committee or Commission member's term.
- g) **Chair and Vice Chair.** Unless otherwise expressly stated herein, one member of each Committee or Commission shall be designated as the chair, and another member shall be designated as the vice chair. The chair and vice chair of each Committee and Commission shall be appointed by the Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice chair shall perform the duties of the chair. When a vice chair acts in place of the chair, the vice chair shall have all the powers of and be subject to all the restrictions upon the chair.
- h) **Quorum.** One half the number of members of a Committee or Commission shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting at a later time without further notice.
- i) **Actions.** Committees and Commissions shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Commission unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Commission.

ARTICLE 8 - OFFICERS

8.01 Officer Positions.

The officers of the Church shall be the President, Vice President, Secretary, Treasurer, and any other officers chosen at the discretion of the Senior Pastor. The Senior Pastor shall serve as the President and chief executive officer of the Church. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

8.02 Election and Term of Office.

The Senior Pastor of the Church is Jonathan Mollohan, and he shall hold office until he resigns, is removed pursuant to Section 8.07, or dies. In the event of a vacancy, for any reason, in the office of Senior Pastor, the Board of Elders shall adopt a resolution establishing a Senior Pastor Selection Committee. The recommendation of the Senior Pastor Selection Committee shall constitute a nomination for the office of Senior Pastor. The election shall take place at a regular or special meeting of the Board of Elders called for the purpose of electing a new Senior Pastor.

All other officers of the Church shall be appointed by the Senior Pastor. The term of office of all offices other than that of Senior Pastor-President shall be one year; however, such officers may serve consecutive terms without limitation.

8.03 Senior Pastor-President.

The Senior Pastor shall be the President of the Church and shall be in charge of all the ministries of the Church. The Senior Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Senior Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired. The Senior Pastor shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment with or without cause.

The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Board of Elders, and all Church Advisory Committees, to accomplish the New Testament purposes of the Church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

8.04 Vice President.

The Senior Pastor shall appoint the Vice President of the Church. When the Senior Pastor is absent, is unable to act, or refuses to act in his role as chairman of the Board of Elders, the Vice President shall perform the duties of the Senior Pastor. When the Vice President acts in place of the Senior Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Senior Pastor. The Vice President shall perform other duties as assigned by the Senior Pastor or Board of Elders. Except as expressly authorized by the Board of Elders, the Vice President shall have no authority to sign for or otherwise bind the Church.

8.05 Treasurer.

The Senior Pastor shall appoint the Treasurer of the Church. The Treasurer of the Church shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Church;
- b) Receive and give receipts for moneys due and payable to the Church from any source;
- c) Deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders;
- d) Over-see of check writing and disburse funds to discharge obligations of the Church;
- e) Maintain the financial books and records of the Church;
- f) Prepare financial reports at least annually;
- g) Perform other duties as assigned by the Senior Pastor or by the Board of Elders;
- h) If required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders; and
- i) Perform all of the duties incident to the office of treasurer.

8.06 Secretary.

The Senior Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall:

- a) Give all notices as provided in the Bylaws or as required by law;
- b) Take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records;
- c) Oversight of the register of the mailing address of each member, Board of Elders Member, officer, and employee of the Church;
- d) Perform duties as assigned by the Senior Pastor or by the Board of Elders; and
- e) Perform all duties incident to the office of secretary.

8.07 Removal of Senior Pastor-President.

Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of all the Elder Board Members present in person at any general or special meeting duly noticed pursuant to Section 7.01(r) of these Bylaws. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons:

- a) Falling into sinful and worldly practices without repentance;
- b) Engaging in conduct that could hinder the influence of the Church in its community;
- c) Teaching doctrines inconsistent with the Holy Bible;
- d) Neglect of duties;
- e) Willful resignation; or
- f) Death or disability.

8.08 Removal of Other Officers.

All other Church officers may be removed, with or without cause, by a vote of the Senior Pastor and a majority vote of the members of the Board of Elders.

8.09 Resignation of Officers.

Any Officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.10 Vacancies.

A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 9 - TRANSACTIONS OF THE CHURCH

9.01 Contracts and Legal Instruments

Subject to Article 11 below, the Board of Elders may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

9.02 Deposits

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Elders selects.

9.03 Gifts

The Board of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Church's federal and state tax status.

9.04 Ownership and Distribution of Property

- a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.
- b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows:
 - i. All liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore;
 - ii. Assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
 - iii. Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986

- (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board of Elders; and
- iv. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

9.05 Approval of Purchases.

The purchases of fixed assets in excess of \$5,000.00 shall be subject to the prior approval of the Board of Elders.

ARTICLE 10 - WHISTLEBLOWER POLICY

10.01 Purpose.

The Church requires all of its Elders, Directors, Officers, Deacons, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, Board of Elders Member, Officer, Deacon, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Directors, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Board of Elders of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

10.02 Procedure

- a) Reporting Responsibility. It is the responsibility of all of the Church's Elders, Directors, Officers, Deacons, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If an Elder, Board of Elders Member, Officer, Deacon, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, Board of Elders Member, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

- b) Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to

be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

- c) Reporting Violations. In most cases, an employee's or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Elders. Elders are required to report suspected violations directly to the entire Board of Elders.
- d) Accounting and Auditing Matters. The Board of Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Elders shall work until the matter is resolved.
- e) Evidence. Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.
- f) Investigation of Complaint. After receipt of the complaint, the Board of Elders Member to whom the complaint was made shall provide the complaint to the entire Board of Elders. The Board of Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Elders shall receive a report on each complaint and a follow-up report on action taken.
- g) Handling of Reported Violations. The Board of Elders Member to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

10.03 Safeguards.

- a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the

source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- i. The seriousness of the issue raised;
- ii. The credibility of the concern; and
- iii. The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

- b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.
- c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policy.
- d) Malicious Allegations. The Board of Elders recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 11 - CONFLICT OF INTEREST POLICY

11.01 Purpose

The purpose of the conflict-of-interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board of Elders Member or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

11.02 Definitions.

- a) Interested Person. Any Board of Elders Member, principal officer, or member of a committee with powers delegated by the Board of Elders, who has a direct or indirect financial interest, as defined below, is an interested person.

- b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
 - ii. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

11.03 Procedures

- a) 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 Board of Elders.
- b) 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 or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairman of the Board of Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Elders shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Elders shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.
- d) Violations of the Conflicts of Interest Policy.
 - i. If the Board of Elders has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the

basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.04 Records of Proceedings

The minutes of the Board of Elders shall 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, any action taken to determine whether a conflict of interest was present, and the Board of Director'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 or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11.05 Compensation

- a) A voting member of the Board of Elders who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the Board of Elders or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 12 - BOOKS AND RECORDS

12.01 Required Books and Records

The Church shall keep correct and complete books and records of account.

12.02 Fiscal Year

The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

12.03 Audited Financial Statements

When authorized by the Elder Board, The Church shall have financial statement of the Church audited by a certified public accounting firm selected by the Board of Elders.

ARTICLE 13 - INDEMNIFICATION

13.01 Indemnification

The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

- a) Mandatory Indemnification. To the maximum extent permitted by Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a Board of Elders Member (either elected or ex-officio) or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:
 - i. The Proceeding was instituted by reason of the fact that such person is or was a Board of Elders Member or officer of the Church; and
 - ii. The Board of Elders Member or officer conducted himself in good faith, and he reasonably believed (a) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (c) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Board of Elders Member or officer did not meet the standard of conduct herein described.
- b) Permissive Indemnification. The Church may, to the maximum extent permitted by Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 13, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in Article 13.

The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by the Church's Constitution, by these Bylaws, by contract, or by general or specific action of the Board of Elders.

ARTICLE 14 - MISCELLANEOUS PROVISIONS

14.01 English Standard Version

The Holy Bible referred to in these Bylaws is the English Standard Version of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by the Board from time to time. Other translations are noted in section 7.01, b), iii.

14.02 Amendments to Bylaws

These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a majority vote of the Board of Elders.

14.03 Construction of Bylaws

These Bylaws shall be construed in accordance with the laws of the State of Ohio. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

14.04 Seal

The Board of Elders may provide for a corporate seal.

14.05 Power of Attorney

A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

14.06 Parties Bound

The Bylaws shall be binding upon and inure to the benefit of the Church members, Directors, Officers, Deacons, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

14.07 Christian Alternative Dispute Resolution

In keeping with 1 Corinthians 6:1-8, all disputes, other than those which are subject to the jurisdiction of the Ecclesiastical Tribunal in Article 7.01(b), which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Board of Elders Member, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation,

and if not resolved by mediation, then by binding arbitration under the procedures and supervision the Great Commission Collective or similar faith-based mediation and arbitration group. In the event that the named group ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 15 - EMERGENCY POWERS AND BYLAWS

15.01 Emergency Powers

An "emergency" exists for the purposes of this section if a quorum of the Board of Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Elders may:

- a) Modify lines of succession to accommodate the incapacity of any Board of Elders member, officer, employee or agent; and
- b) Relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so.

During an emergency, notice of a meeting of the Board of Elders only needs to be given to those Board of Elders members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Board of Elders may be deemed Board of Elders members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Board of Elders Member, officer, employee, or agent of the Church on the ground that the action was not authorized.

15.02 Bylaws

The Board of Elders may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Elders, which may include provisions necessary for managing the Church during an emergency including;

- a) Procedures for calling a meeting of the Board of Elders;
- b) Quorum requirements for the meeting; and
- c) Designation of additional or substitute Board of Elders members.

The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Vertical Church Gallipolis and that the foregoing Amended and Restated Bylaws constitute the Bylaws of the Church.

Dated: _____

By: _____

Name:

Title: Secretary