

VINEYARD

CHURCH OF ITHACA

Vineyard Christian Fellowship of Ithaca, Inc.

Bylaws

Revised: April 2020

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BYLAWS OF THE VINEYARD CHRISTIAN FELLOWSHIP OF ITHACA

Article I. Name.

1.1 Name of the Fellowship.

The name of this fellowship shall be Vineyard Christian Fellowship of Ithaca, Inc. It shall be referred to hereafter as "Church" or "Corporation".

Article II. Prerogatives and Purposes.

2.1 Prerogatives and Purposes.

The prerogatives and purposes of this Corporation shall be as follows:

- A. This fellowship shall have the right to govern itself and to conduct its own affairs according to the standard of the New Testament Scriptures. This right shall include such matters as the calling of a pastor, the election of a church board, the discipline of its associate members, and the conducting of its own services and church programs.
- B. To proclaim the good news of salvation by faith in our Lord Jesus Christ by any suitable method or media, which includes, but is not limited to, any of the following:
 - (1) Establishing and operating a local church for the worship of our Lord Jesus Christ, using personal evangelism, television and radio, conventions, preaching, teaching, missions, and other Christian purposes;
 - (2) Assisting and furthering the task of providing Biblical ministry to the cultures of the world through the Holy Scriptures and other printed material; providing ministry teams, speakers, and other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes;
 - (3) Establishing in the United States of America and abroad, new programs of outreach and ministry, and strengthening existing programs and organizations, which have similar purpose of dedication to presenting Jesus Christ as Lord and Savior.
- C. To do only that which glorifies the Father, the Son, and the Holy Spirit.
- D. In connection therewith, or incidental thereto, it shall have the right to purchase or acquire a gift, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes, and to exercise all powers conferred upon it by its charter or by applicable nonprofit corporation law of this state; all in accordance with its bylaws as the same may be hereafter amended.
- E. To do all things necessary, expedient, or appropriate to the accomplishment of any of the prerogatives and purposes for which this corporation is formed.

Article III. Tenets of Faith.

3.1 Tenets of Faith of the Fellowship.

The following tenets of faith and practice compose the doctrinal beliefs and practices that give this fellowship its distinctive testimony and comprise the life and ministry skills that we shall endeavor to model and impart to our membership:

- A. WE BELIEVE that there is ONE LIVING AND TRUE GOD, eternally existing in three persons, the Father, the Son, and the Holy Spirit, equal in power and glory; that this triune God created all, and governs all.
- B. WE BELIEVE that the Holy Spirit inspired the human authors of Holy Scripture so that the Bible is without error in the original manuscripts. We receive the sixty-six books of the Old and New Testaments as our final, absolute authority, the only infallible rule of faith and practice.
- C. WE BELIEVE in GOD THE FATHER, an infinite, personal Spirit, perfect in holiness, wisdom, power, and love; that He concerns Himself mercifully in the affairs of men; that He hears and answers prayer; and that He saves from sin and death all who come to Him through Jesus Christ, and that He invites us to relate to Him, through Jesus as a loving Father.
- D. WE BELIEVE in JESUS CHRIST, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles, teachings, His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and His personal, visible return to earth. We believe that in His first coming, Jesus inaugurated the fulfillment of the Kingdom of God.
- E. WE BELIEVE in the HOLY SPIRIT, who was poured out on the Church at Pentecost in power, baptizing believers into the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings the permanent indwelling presence of God to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by the evangelization of the world through proclaiming the word of Jesus and doing the works of Jesus.
- F. WE BELIEVE that the Holy Spirit indwells every believer in Jesus Christ and that He is our abiding Helper, Teacher, and Guide. We believe in the filling and baptism of the Holy Spirit for ministry today. We believe in the present ministry of the Spirit and in the exercise of all of the biblical gifts of the Spirit. We practice the laying on of hands for the empowering of the Spirit, for healing, and for recognition and empowering of those whom God has ordained to lead and serve the Church.
- G. WE BELIEVE that Satan, originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule, established a counter kingdom of darkness and evil on the earth.
- H. WE BELIEVE that God created mankind in His image, male and female, for relationship with Himself and to govern the earth. Under the temptation of Satan, our original parents fell from grace, bringing sin, sickness, and God's judgment of death to the earth. Through the fall, Satan and his demonic hosts gained access to God's good creation. Creation now experiences the consequences and effects of Adam's original sin. Human beings are born sinners, subject to God's judgment, death and captive to Satan's kingdom of darkness.
- I. WE BELIEVE that all people are sinners by nature and choice. All people therefore are under God's just judgment. Through the preaching of the Good News of Jesus and the Kingdom of God and the work of the Holy Spirit, God regenerates, justifies, adopts and sanctifies through Jesus by the Spirit all who repent of their sins and trust in Jesus Christ as Lord and Savior.
- J. WE BELIEVE in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Savior are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and all are members.
- K. WE BELIEVE that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers.
- L. WE BELIEVE that God's kingdom has come in the ministry of our Lord

Jesus Christ, that it continues to come in the ministry of the Spirit through the Church, and that it will be consummated in the glorious, visible and triumphant appearing of Christ in His return to the earth as King. After Christ returns to reign, He will bring about the final defeat of Satan and all of his minions and works, the resurrection of the dead, the final Judgment, the eternal blessing of the righteous, and eternal conscious punishment of the wicked. Finally, God will be all in all, and His kingdom, rule, and reign, will be fulfilled in the new heavens and the new earth, recreated by His mighty power, in which righteousness dwells, and in which He will forever be worshipped.

- M. WE BELIEVE in what is termed the "Apostle's Creed" as embodying fundamental facts of Christian faith, and endorse the historic orthodox creeds of the church.

3.2 Our Values.

- A. **We value the kingdom of God:** We believe the kingdom of God, which is the future reign of God breaking into the present through the life and ministry of Jesus, is the overarching and integrating theme of the Bible. We are committed to proclaiming the good news of the kingdom of God and to bearing witness to the "already and not yet" of the kingdom through our words and deeds—through healing (physical, emotional, and social), doing justice, and setting free those held captive by evil.
- B. **We value embracing the sacred in every aspect of life:** We believe that our whole life is set apart for Christ and His purposes. We view life in an integrated, holistic manner, rejecting the idea that there are "sacred & secular" aspects of life. We welcome God's presence, seeking to be attentive to what "the Father is doing," and supporting His work with our whole lives. We avoid hype and other efforts to manipulate either God's presence or the response of others to his presence. We are committed to being open to the leading of the Holy Spirit and responding in a way that is naturally supernatural whether we are at church, home, work, school, or wherever.
- C. **We value living life together:** We do not want to be just a collection of individuals or a large crowd. God is looking for us to be a community of people who have joined His mission in the world – because following Jesus happens in the context of relationships, not in isolation. We aim to build up the church, and each other through maintaining mutual respect, open communication, determined cooperation, and believing and speaking the best about each other.
- D. **We value ministry based on the compassion of Jesus:** We believe that mercy is fundamental to all that God does in salvation. We therefore aim to extend compassion to one another, and to each person God brings into our lives. We are committed to being generous in every aspect of our lives, to "give away our best," whether people or resources, in order to expand God's Kingdom.
- E. **We value being culturally relevant in our mission:** We believe that our church exists for the sake of those who are distant from God and that we are called to bring the gospel of the kingdom to the Ithaca community. We therefore seek to develop an atmosphere where everyone can feel relaxed and at home. We strive to make every expression of ours – whether speech, music, architecture, or manner – non-hyped, natural, reality based and in touch with the current culture of our community.

Article IV. Membership.

4.1 Members.

The Corporation shall have no voting members. All powers, obligations and rights of members provided by law shall reside in the Board of Elders, also referred to as the “Board of Elders”. However, the Corporation shall have associate members as hereinafter set forth.

4.2 Qualifications and Reception to Membership.

The associate membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Savior and Lord of their life, who is willing to subscribe to the policies of this Corporation. Associate membership may be revoked by a unanimous vote of the Board of Elders.

4.3 Associate Membership Rolls.

A list of active, associate members, who attend and give regularly of their time, treasure, and talent shall be maintained by the Church Secretary. This list may be reviewed and updated at any time by the Board of Elders.

4.4 Associate Members.

Associate members have no right to vote at any of the meetings of the Corporation. Each associate member shall be entitled to attend meetings of the congregation and to serve on committees of this Corporation, but associate members must be invited in writing to attend a Board of Elders meeting. Each associate member has the right to express his/her wishes to the Board of Elders for consideration in matters of business.

4.5 Discipline of Members.

Discipline shall be guided by the following parameters:

4.5.1 Grounds.

Discipline is an exercise of spiritual authority for which the Church is responsible (Matthew 18:15-20, Luke 17:3, John 20:23, Acts 16:4, Ephesians 5:11, I Timothy 5:20, 2 Timothy 4:2, Hebrews 13:17). The purpose of discipline is to promote repentance and restoration through exposing sinful behavior. It is to be redemptive in nature as well as corrective. Any associate member of this fellowship is subject to discipline on the basis of un-Scriptural conduct or doctrinal departure from the Tenets of Faith of this fellowship. The discipline of credentialed ministers shall be administered by the Board of Elders.

4.5.2 Procedure.

The fellowship will follow the disciplinary procedure set forth in Matthew 18:15-20. This procedure consists generally of the following steps:

- A. The pastor or the designated member of the Board discusses the charges with the associate member in an effort to resolve the matter privately.
- B. If the first step does not resolve the matter, then the associate member shall meet with the pastor and at least one member of the Board in an effort to resolve the matter privately.
- C. If the first step or second steps do not resolve the matter, then the member of the Board may submit the matter in a special Board meeting. The unanimous decision of the Board at such a meeting shall be final. An associate member found guilty may be dismissed from the associate membership in the Church (Matt. 18:17).

However, lesser disciplinary sanctions may be imposed as appropriate, depending on the circumstances of each case

Article V. Government.

5.1 The Headship of Christ.

The government of the Church shall be founded upon the will and direction of Jesus Christ. Everyone in authority shall continually seek his mind and will, through his Spirit and the Word of God in any actions and decisions.

5.2 The Oversight of His Body by the Board of Elders.

- A. The Church shall be governed by a plurality of elders.
- B. While Recognizing the need to have a lead-pastor who handles much of the day-to-day oversight of the church that lead pastor will ultimately be accountable to the other elders.
- C. When making decisions, the Board of Elders will attempt to do so by unanimous consent. If this is not possible, a decision will be passed through a simple majority.
- D. The lead pastor is responsible for the hiring, ongoing evaluation, managing and firing of church staff. The lead pastor will be primarily responsible for the day-to-day running of the church.
- E. The Board of Elders will ensure that the lead pastor remains faithful to the Mission, Vision and Values laid out in the church's strategic plan. The board will also be responsible for hiring, evaluating and if necessary, firing the lead pastor.
- F. The elder board will also be ultimately responsible for the fiscal and legal oversight of the church. The elders may choose to relegate some financial and legal duties to deacons, but the deacons will report to the elders and the elders will reserve the right to make all final decisions pertaining to finances and legal issues.
- G. With the exception of the lead pastor, no church staff member will also be a voting member of the elder board. If a staff member is also a member of the elder board, they will be a non-voting member. If an elder has a spouse on staff, the elder shall recuse himself/herself from voting on any matter pertaining to their spouse. Great care should be taken when an elder has a spouse on staff to avoid any conflicts of interest.

5.3 Qualifications and Responsibilities of Elders.

The qualifications for elders shall be as follows:

- A. Qualifications laid out in 1 Timothy 3:2-7, Titus 1:6-9.
- B. The church recognizes the validity of women elders.
- C. Only church members may be appointed elders.
- D. Elders are responsible for the governance of the church.
- E. Elders are responsible for the preaching and teaching ministry of the church.
- F. Elders are tasked with the spiritual oversight and pastoral care of the church.
- G. Elders are ultimately responsible for all decisions pertaining to financial and legal matters.
- H. Elders are to ensure that the lead pastor and elder board, remain true to the Mission, Vision and Goals laid out in the church's strategic plan.
- I. Elders are responsible for hiring, evaluating and if necessary, removing the lead pastor. The removal of a lead pastor should only take place after a series of performance discussions, plans and documented actions in which the elders have discussed with the pastor their concerns and the pastor has had the opportunity to address them/improve his (or her) performance.

5.3.1 Qualifications and Responsibilities of Deacons.

- A. The qualifications of a deacon are laid out in 1 Timothy 3:8-13.
- B. Only church members may be appointed deacons.
- C. Deacons serve under the supervision of the elders and are accountable to them.
- D. Deacons may be responsible for handling fiscal and legal issues under the supervision of the elders.
- E. Deacons may be responsible for various administrative duties.
- F. Deacons minister to the physical needs of the church.
- G. Deacons may be responsible for matters pertaining to the church building.

5.3.2 Student Liaison to the Board of Elders

The board reserves the right to select a college student from the congregation to serve as student liaison. The role of this person will be to help the board remain sensitive to the needs of college students and ensure that the church is remaining relevant to both Ithaca and Cornell students. The liaison serves at the will of the board and can be selected and dismissed by a simple majority vote by the board and will not have a vote. The liaison will serve for a one-year term, renewable each year by vote of the elder board.

5.4 Number, Election, Term of Elders.

The number, election, and term of elders shall be as follows:

- A. The Board of Elders shall consist of no more than seven (7) members, and at least three (3) members until the number of elders is changed by amendment to these bylaws.
- B. The Board of Elders shall at first be appointed by the organizer of this Corporation, and thereafter be elected by a majority of the preceding Board of Elders.
- C. Terms- With the exception of the lead pastor-elder, Elders serve 3 year terms. Elders may serve 2 consecutive 3 year terms but are required to take one year off before becoming eligible to serve again. Terms will be staggered to prevent too much turnover.
- D. Elders shall be appointed by a super-majority-66% of elders.

5.5 General Corporate Powers.

The business affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Elders, who will work under the leadership of the Lead Pastor.

5.6 Specific Corporate Powers.

Subject to the limitation of the Articles of Incorporation, other sections of these bylaws, and of the law of the State of New York, the business affairs of the Corporation shall be controlled by and under the direction of the Board of Elders, which shall have the following powers:

- A. The selection and remand of all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation, and with these bylaws; and fix the compensation of employees.
- B. Change the principal office in the State of New York from one location to another, and cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of New York.
- C. Borrow money, incur indebtedness on behalf of the Corporation and

cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

D. Adopt, make, alter, and use a corporate seal and alter the font of the seal.

E. To elect a financial board, with Lead Pastor as Chairman, that will from time to time fix, change, and evaluate all salaries and remunerations.

F. To purchase and sell real estate on behalf of the Corporation.

5.7 Vacancy Causing Events.

A vacancy in the Board of Elders shall be deemed to exist on the occurrence of the following:

Death, resignation, or removal of any elder.

The increase in the authorized number of elders.

5.8 Resignations.

Except as provided in this paragraph, any elder may resign by giving a written notice to the President, the Secretary, or the Board of Elders. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. If the resignation of an elder is effective at a later date, the Board of Elders may elect a successor to take office when the resignation becomes effective.

5.9 Filling of Vacancies.

Vacancies in the Board of Elders shall be filled by the remaining elders of the Board, or the sole remaining elder. This action may be taken even though less than a quorum may be present.

5.10 Annual Meeting.

The annual meeting of the members of the Board of Elders shall be held in January each year. Written notice of the time and place of the annual meeting shall be delivered by mail or other written communication, charges prepaid, to each board member, addressed to him at the address shown on the records of this corporation, or if it is not readily ascertainable, at the place where the meetings of the elders are regularly held. Any notice shall be mailed at least five (5) days before the date of the meeting.

5.11 Meetings.

Regular meetings of the Board of Elders shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

5.12 Special Meetings.

Authority to call special meetings of the Board of Elders for any purpose may be called at any time by the President, any Vice President, Secretary, or any two other elders.

5.13 Special Meetings: Manner of Notice.

Notice of the meeting and place of special meetings shall be given to each elder by one of the following methods:

A. By personal delivery or written notice.

B. By first class mail, postage paid.

C. By telephone communication, either personally with elder or to a person at the elder's office who would reasonably be expected to communicate such notice to the elder.

- D. By electronic mail.
- E. All such notices shall be given or sent to the elder's address or telephone number as shown on the records of this corporation, or if it is not shown on the records or is not readily ascertainable, at the place at which meetings of the Elders are regularly.

5.14 Special Meetings: Time Requirements and Notice Contents.

Notices sent by the first class mail shall be deposited in a U.S. mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, or telephoned at least twenty-four (24) hours before the time set for meetings. The notice shall state the time and place of meeting. However, it need not specify the purpose or place of the meeting, if it is held at the principal office of the corporation.

5.15 Quorum.

A majority of the authorized number of elders shall constitute a quorum for the transaction of business, except to adjournment as provided for in 5.17 of these bylaws. Except as otherwise set forth herein, every act or decision done or made by a majority of the elders present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Elders, if any action taken is approved by at least a majority of the required quorum for that meeting.

5.16 Waiver of Notice.

The transactions of the meeting of the Board of Elders, however called and noticed, and wherever held, shall be valid as though taken at a meeting duly held after a regular cancellation and notice if:

- A. A quorum is present.
- B. Either before or after the meeting, each of the elders not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of that meeting. All waivers, consents, and approvals shall be filed with the Corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any elder who attends the meeting without protest before or at its commencement about the lack of notice.

5.17 Adjournment.

A majority of elders present, whether or not constituting a quorum, may adjourn a meeting to another time and place. Notice of the time and place of holding an adjourned meeting, need not be given, unless the meeting is adjourned for more than twenty-four (24) hours. In which case, the personal notice of time and place shall be given before the time of the adjourned meeting to the elders who were not present at the time of adjournment.

5.18 Telephonic Meetings.

Any meeting, regular or special, may be held by conference call or other communication equipment, so long as all elders participating in the meeting can communicate with one another, and all such members deemed to be present in person at such a meeting.

5.19 Action Without Meeting.

Any action required or permitted can be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such written consent or consents shall be filed with the minutes of the proceeding Board.

5.20 Removal of Elders.

A elder other than the President (Lead Pastor) may be removed from office by a majority vote of the elders. The President (Lead Pastor) can only be removed as specified in 7.7.4.

5.21 Compensation of Elders.

The elders shall receive no compensation for their services as elders. Elders may also serve as employees of this Church for which they may be compensated.

5.22 Parliamentary Order and Order for Business Meetings.

All business meetings of the church shall be governed by parliamentary procedure. The current edition of *Robert's Rules of Order Newly Revised shall serve as a guide. but not be controlling.* in keeping with the spirit of Christian love and fellowship.

Article VI. Committees.

6.1 Advising Committees.

The Board of Elders may, by resolution adopted by a majority of the elders then in office, designate one or more committees consisting of one or more of the elders, to serve at the pleasure of the Board. Any committees to the extent provided in the resolution of the Board, shall have advisory authority only, and no committee, regardless of Board resolution may:

- A. Fill vacancies on the Board of Elders or in any committee.
- B. Fix compensation of the elders for serving on the Board or any other committee.
- C. Amend or repeal bylaws or adopt new bylaws.
- D. Amend or repeal any resolution of the Board of Elders which by its express terms is not amenable or repeal able.
- E. Appoint any other committee of the Board of Elders or members of these committees.
- F. Extend corporate funds to support a nominee for elder.
- G. Approve any transaction:
 - (1) To which the Corporation is a party and one or more elders have a financial interest.
 - (2) Between the Corporation and one or more of its elders have a material financial interest.

6.2 Meetings and Action of Committees.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws as are necessary to substitute the committee and its members for the Board of Elders and its members, except that the time for regular meetings of committees may be determined by resolution of the Board of Elders. Notice of special meetings of committees shall also be given to any and all alternate members, who shall

have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Elders may adopt rules for the government of any committee not inconsistent with the provision of the bylaws.

Article VII. Officers.

7.1 Officers.

The officers of this corporation shall be President, Vice-president, Treasurer, and Secretary. The Corporation may also have, at the discretion of the President, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and other such officers as may be appointed in accordance with the provisions of 7.3 of these bylaws. Any number of offices may be held by the same person, except neither the Secretary nor the Treasurer may serve concurrently as President.

7.2 Election of Officers.

The officers of the Corporation, except those appointed in accordance with the provisions of 7.3, shall be chosen by the Board of Elders, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

7.3 Subordinate Officers.

The Board of Elders may appoint, and may authorize the President, or another officer to appoint any other officers that business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Elders.

7.4 Removal of an Officer.

An officer may be removed with or without cause, by a majority decision of the Board of Elders, at any regular or special meeting.

7.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect upon receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

7.6 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws of regular appointments to that office.

7.7 Responsibilities of Officers: President (Lead Pastor).

The President (Lead Pastor) shall generally supervise, direct, and control the business and officers of the corporation. He shall serve as an ex-officio member, with vote.

7.7.1 Job Description.

The Lead Pastor shall be the President of the Corporation. He shall oversee the business of the church on a daily basis and give leadership to the associate and assistant pastors, the Board of Elders, and the general church body and its ministries. The Lead Pastor shall have general supervision of the entire church and charge of any and all services, gatherings, and meetings. He shall serve as an ex-officio member of all committees. The President shall also have the following responsibilities pertaining to associate and assistant pastors:

- A. The President shall define an associate or assistant's ministry description upon his appointment. Associates and assistants shall serve under the Lead Pastor's direction,

and work with him in the administration and oversight of the church and its business.

B. The President shall appoint, and the Board shall ordain or license an associate or assistant to share in the ministry.

7.7.2 Appointment.

The Board of Elders shall seek and appoint a new Lead Pastor should a vacancy arise in the pastorate. They shall seek first from among the associate or assistant pastors within the fellowship. The resigning or retiring pastor may nominate a successor and/or participate in the appointment of his successor. This process must be done in cooperation with the Association of Vineyard Churches

7.7.3 Compensation.

The Lead Pastor's initial compensation shall be specified by the Board of Elders at his calling. The church shall provide adequate salary, housing allowance, health insurance, expense allowance, pension, conference funds, and continued education and other special funds as needed for the ministry. The church shall also defray the costs of sending the Lead Pastor to out-of-town conferences or conventions attended for the church, as approved by the Board of Elders.

7.7.4 Potential Termination.

Should a three-quarters (3/4) vote of the Board of Elders, with input from the Regional Overseer in the Association of Vineyard Churches, concur that the Lead Pastor should terminate his pastorate of the church, the Lead Pastor shall resign, or be terminated. The Lead Pastor may not vote on his Official removal. The Elders will determine appropriate compensation.

Grounds for removal of the Lead Pastor include, but are not limited to: significant departure from the Tenets of Faith as set forth in these bylaws; serious breach of other provisions of these bylaws, a substantial departure from Biblical norms of behavior; failure to faithfully fulfill the duties of the Pastoral office; and an inability to effectively carry out the goals laid-out in the church's strategic plan.

7.8 Responsibilities of Officers: associate or assistant pastor(s).

7.8.1 Job Description.

The Lead Pastor shall define an associate or assistant pastor's ministry upon his or her appointment. He or she shall serve under the Lead Pastor's direction and with the Lead Pastor in the general oversight of the church and its business.

7.8.2 Their appointment.

The Lead Pastor shall appoint an associate or assistant pastor to share in the ministry.

7.8.3 Their compensation.

The Lead Pastor, to be ratified by the Board of Elders at the time of his/her calling, shall specify the associate or assistant pastor's compensation. For a full-time associate or assistant pastor, the Church will provide adequate salary, housing allowance, health insurance, and conference and educational funds. For a part-time assistant, the Church will provide as seems appropriate.

7.8.4 Potential termination.

It shall be the prerogative of the Lead Pastor, after counseling with the Board of Elders, to ask for the resignation of pastoral associates or assistants if they are not in harmony with the ministry of the church as directed by the Lead Pastor.

7.9 Responsibilities of Officers: Vice-President.

In the absence or disability of the President, the Vice-President shall perform all duties of the President and in so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Elders or the President.

7.10 Responsibilities of Officers: Secretary.

The Secretary shall attend to the following:

7.10.1 Book Of Minutes.

The Secretary shall keep or cause to be kept, at the principle executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board of Elders and committees of the Elders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the name of those present at such meetings.

7.10.2 Notices, Seals, and Other Duties.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Elders required by the bylaws to be given. He shall keep the seal of the Corporation and affix it to papers, as business requires. He shall have such powers and perform such other duties as may be prescribed by the Board of Elders or by the bylaws.

7.11 Responsibilities of Officers: Treasurer.

The Treasurer shall attend to the following:

7.11.1 Books Of Accounts.

The Treasurer shall keep and maintain, or cause to be maintained, adequate and correct books or records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any elder at reasonable times.

7.11.2 Deposit and Disbursement of Money and Valuables.

The Treasurer in conjunction with deacons shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Elders always to be federally insured accounts; shall disburse the funds of the Corporation with a cosigner as ordered by the Board of Elders; shall render to the President and elders, whenever they request it, an account of all his transactions as Treasurer and for the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Elders or the bylaws.

7.11.3 Bond.

If required by the Board of Elders, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the

duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession, or under his control on his death, resignation, retirement, or removal from office.

Article VIII. Indemnification of Elders, Officers, Employees, and Other Agents.

8.1 Definitions.

For the purpose of this Article:

Agent means any person who is or was a elder, officer, employee, or other agent of this Corporation, or is or was serving at the request of this corporation as a elder, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was an elder, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation or another enterprise at the request of the predecessor corporation.

Proceeding means any threatened, pending, or completed action or proceeding whether civil, criminal, administrative, or investigative.

Expenses includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

8.2 Successful Defense By Agent.

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any Proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against such Expenses actually and reasonably incurred by the Agent in connection with the claim or sustains a judgment rendered against him, then the provisions of 8.3 through 8.5.1 shall be determined whether the agent is entitled to indemnification.

8.3 Actions Brought by Person Other than the Corporation.

Subject to the required findings to be made pursuant to 8.5.1, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an Agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such Proceedings.

8.4 Actions Brought by or on Behalf of the Corporation.

8.4.1 Claims Settled Out Of Court.

If any Agent settles or otherwise disposes of threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any Expenses incurred in defending against the proceeding.

8.4.2 Claims and Suits Awarded Against Agent.

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought on by or on behalf of

this corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- A. The determination of good faith conduct required by 8.5.2, must be made in the manner provided for on that section; and
- B. Upon application, the court in which action was brought must determine that, in view of all the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of Expenses to be reimbursed.

8.5 Determination of Agent's Good Faith Conduct.

8.5.1 Required Standard of Conduct - Actions Brought By Persons Other Than On Behalf of the Corporation.

As a condition for the indemnification described in 8.3, the Agent seeking reimbursement must be found in the manner provided below, that he acted in good faith and in a manner such person believed to be in the best interests of the Corporation, and in the case of criminal proceeding, had not reasonable cause to believe the conduct of such person unlawful.

8.5.2 Required Standard of Conduct - Actions By or on Behalf of the Corporation.

As a condition for the indemnification described in 8.4, the Agent seeking reimbursement must be found, in the manner which such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

8.5.3 Manner of Determining Good Faith Conduct.

The determination that the Agent did act in a manner complying with 8.5.1.

8.5.2 above shall be made by:

- A. The Board of Elders by a majority vote of a quorum consisting of elders who are not parties to the proceeding; and/or
- B. The court in which the proceeding is or was pending.

8.6 Limitations.

No indemnification or advance shall be made under this Article, except provided elsewhere in these bylaws, in any circumstance when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the Articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification or that the indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.
- B. That the indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.

8.7 Advance of Expenses.

This Corporation may advance expenses incurred in defending any proceeding before final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent

to repay the amount of advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

8.8 Indemnification of Agents.

The Board of Elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against liability under the provisions of this section.

8.9 Fiduciaries or Corporate Employee Benefit Plan.

This Article does not apply to any proceeding, any trustee, investment manager, or other fiduciary of an employee benefits plan in that person may also be an Agent of the Corporation as defined in 8.1. Nothing contained in this Article shall limit the right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Article IX. Records and Reports.

9.1 Maintenance of Corporate Books.

The Articles of Incorporation, bylaws, accounting books, records, minutes of proceedings of the Board of Elders and committees of the Board of Elders shall be kept at such a place or places as designated by the Board of Elders or, in the absence of such designation, at the principal executive office of the Corporation. Minutes shall be kept in written, electronic, or typed form and other books and records shall be kept in written form or any other form capable of being converted into written form.

9.2 Inspection of Corporate Books.

Every Elder shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation for a reason reasonably related to his interests as a elder. This inspection by an elder may be made in person or by an agent or attorney, and the right of inspection includes the right to copies and extracts of documents. Un-budgeted expenses over \$250.00 must receive approval of one other elder.

Article X. Nonpartisan Activities.

10.1 Nonprofit and Nonpartisan Purposes.

This Corporation has been formed under State of New York Corporation Law for the religious purposes described in Article II, and it shall be nonprofit and non-partisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or against any cause or measure being submitted to the people for vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

10.2 Association of Vineyard Churches.

The Vineyard Christian Fellowship of Ithaca is part of the Association of Vineyard Churches United States of America (AVCUSA). As such, the Church shall be in relationship

with AVCUSA leadership and enjoy the mutual benefits and responsibilities each has towards one another. They will have authority in this church only in the areas mentioned in the bylaws. For this Church to disassociate itself AVCUSA, the Lead Pastor and 2/3 of the remaining Board of Elders must vote accordingly.

10.3 Fellowship with Other Churches.

This church desires the fellowship of all evangelical churches and Christian groups and will cooperate with them to promote the cause of Jesus Christ.

Article XI. Property Rights.

11.1 Title to Property.

Title to all real and personal property of the Corporation shall be in the name of the Corporation and no member or group of members shall have any individual property rights in the assets of the Corporation.

11.2 Disposition Upon Dissolution.

Title to all real and personal property of the Corporation shall be in the name of the Corporation and no member or group of members shall have any individual property rights in the assets of the Corporation.

Article XII. Finances

12.1 Finances in General.

All funds for the maintenance of this fellowship shall be provided by the voluntary contributions, tithes, and offerings of the associate members and friends of the organization. Offerings shall be accepted by the fellowship at such times and in such ways as agreed upon by the Board of Elders and should be administered by the Treasurer under their direction.

12.2 Handling of Offerings.

All offerings shall be counted by at least two authorized persons before the funds are removed from the church building. An offering receipts form shall be signed in duplicate by those counting the offering, with one copy going to the Treasurer and applicable deacons. A record shall be kept of all receipts and disbursements of the local church and of all individual giving. All funds shall be deposited in federally insured accounts.

12.3 Remuneration.

The Lead Pastor shall be remunerated for his services by a salary or by other means agreed upon by the Board of Elders and himself. The Board shall review the pastor's remuneration at least annually.

Article XIII. Rites of Ordination and Licensing.

13.1 Principle of Ordination.

Vineyard Christian Fellowship of Ithaca, Inc. recognizes that only our Sovereign Holy God can truly call and ordain his children for service in the ministry of the Gospel of Jesus Christ. The calling of a minister is not the result of a title; rather the title is a result of His calling. This calling is recognized as being from the true and living God. It is a person's privilege and, specifically, the privilege of the overseers of the true Church of Jesus Christ

to ratify the ordination of God when such is obviously placed upon a person's life. The purpose of this bylaw is to provide for the ordination rites of ministers of the Gospel by the Vineyard Christian Fellowship of Ithaca, Inc.

13.2 Qualifications.

The qualifications for ordination are as follows:

- A. A candidate for ordination must be a "born again" believer in Jesus Christ, as described by our Lord Jesus Christ in the third chapter of the Gospel of John.
- B. A candidate must believe and accept the stated tenets of faith, values, priorities, and practices of Vineyard Christian Fellowship of Ithaca, Inc.
- C. A candidate must meet the scriptural requirements for the office of bishop, as described in 1 Timothy 3:1-7 and Titus 1:6-9.
- D. A candidate must believe, and render evidence of his belief, that the Holy Bible is the complete and divinely inspired Word of God and that God has not added, deleted, or altered this work with subsequent writings and revelations.
- E. A candidate must believe in the purposes, objectives, and vision of this body and its concepts concerning the work of the Holy Spirit.
- F. A candidate should have evidenced the obvious calling of God upon his life in terms of ministerial experience and report.

13.3 Procedure for Ordination.

The procedure for ordination shall be as follows:

- A. Each person fulfilling the above qualifications, upon their proper presentation to the Board of Elders of this body, will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by Vineyard Church of Ithaca, Inc.
- B. The Board may make exceptions to these qualifying standards, wherein the unanimous opinion of the Board and under strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with His Word.
- C. Upon unanimous approval of the Board of Elders, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such calling and office.
- D. All candidates approved or otherwise, will be notified of the Board's decision in writing, within one week of the final Board action. A sample of the Certificate of Ordination to be issued to each approved candidate is contained in Article 13.7 and may be revised from time to time as the Board sees fit.

13.4 Revocation of Ordination.

Ordination is a privilege extended to the candidate and can be revoked at any time for cause according to the following provisions:

- A. The matter giving rise to revocation shall be sent to the candidate in writing thirty (30) days prior to the vote for revocation by the Board of Elders after a majority of the Board has voted to send such a notice of revocation.
- B. The candidate shall submit a defense to the charges either in writing or orally before the Board of Elders.
- C. Following the defense or within thirty (30) days from notification, the Board shall vote on the revocation of ordination. The revocation shall be made by a majority vote of the Board of Elders.

- D. The outcome of the vote on revocation shall be communicated to the candidate in writing within seven (7) days of the vote on revocation.

13.5 Principle of Licensing.

Vineyard Christian Fellowship of Ithaca, Inc. may license an individual for service in the ministry of the Gospel of Jesus Christ, which gives that individual all the rights of the ordained minister with the following exceptions:

- A. The rights and powers granted the licensed minister do not go beyond the local body he/she serves.
- B. The license may be granted for one year intervals and may be renewed by the Board of Elders of the Vineyard Christian Fellowship of Ithaca, Inc. upon receipt of the written request of the candidate for a letter of good standing to verify continued licensure granted by the local body. Failure to request verification shall render the license void until reestablished in writing by this corporation. Written verification of continued licensers shall be returned to the candidate within ten (10) days of request.

13.6 Revocation of License.

Licensing is a privilege extended to the candidate and can be revoked at any time for cause according to the provisions of 13.4 Revocation of Ordination. These provisions shall also apply to licensed ministers.

13.7 Certification of Ordination.

The following is the text of the Certification of Ordination to be issued to each successful candidate:

CERTIFICATE OF ORDINATION

This is to certify that _____ was duly ordained by Vineyard Christian Fellowship of Ithaca as a minister of the Gospel of Jesus Christ. He/She has completed all studies and has meet all of the requirements of this body for recognition of such office; further, by rite of ordination this date he/she is duly ordained to perform all ministerial functions without limit as accorded by the laws of the land and in compliance with the ordinances of God’s Holy Church as set forth in the Holy Bible. We now pray for God’s divine blessing and the power of the Holy Spirit upon him/her.

Given this _____ day of _____, 20 _____

Secretary

(seal)

Article XIV. Auxiliaries.

14.1 Auxiliaries Defined.

Any organization, group, club whose membership is for a church activity, shall be considered an Auxiliary of the church and shall be subject to the bylaws of the church. An auxiliary organization shall exist only in cooperation with the Board of Elders.

Article XV. Annual Accounting Period.

15.1 Accounting Period Defined.

The annual accounting period for this Corporation shall begin on the first day of January and shall end on the last day of December.

Article XVI. Miscellaneous.

16.1 Execution of Documents.

The Board of Elders may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the church, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or other person shall have any power or authority to bind the church by any contract, or engagement, or pledge its credit or to render it liable for any purpose or to any amount.

Article XVII. Construction and Definition.

17.1 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the New York Nonprofit Religious Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporate and a natural person.

Article XVIII. Amendments.

18.1 Amendments to the Bylaws.

Articles III, and XVIII may be amended only by the Formative vote of one hundred percent (100%) of the Board of Elders present at any annual or special business meeting called for the exclusive purpose of amending these bylaws. The Board of Elders may amend or repeal any other part of the bylaws, or Articles of Incorporation upon a majority vote to do so.

CERTIFICATE OF SECRETARY I, the undersigned, certify:

That I am the duly elected and acting secretary of the Vineyard Christian Fellowship of Ithaca, Inc., a nonprofit corporation,

And that the above by-laws consisting of these twenty (20) pages, exclusive of the cover sheet and the table of contents, are the bylaws of this Corporation as duly adopted by the incorporator on April 28, 2020.

In witness whereof, I have executed this Certificate as of this day of the 28th of April, 2020.

Secretary

**Revised March 30, 2020

**Revised June 2018 Siri J. Whitmore, Acting Secretary

**Revised February 2015 Dan Stevens, Secretary

**Revised April 22, 2007 Rebecca Rowley, Secretary

**Original Bylaws 1998 or 1999