

**BYLAWS  
OF  
NEW BEGINNINGS CHURCH, INC. as AMENDED 10/6/19 (With  
Clarifications 10/25/19)  
(a Southern Baptist Church)**

An Oklahoma Non-Profit Religious Corporation

(Note: These Bylaws shall amend, restate and replace the Constitution and Bylaws of New Beginnings, Inc., a Southern Baptist Church, adopted December 21, 1994)

**ARTICLE 1**

Name and Principal Office

The name of the Corporation is New Beginnings Church, Inc. The Corporation will be further referred to in the Bylaws as the "Church". The Church maintains its principal office at 4104 E. 151<sup>st</sup> Street South, Bixby, Oklahoma.

**ARTICLE 2**

Purpose, Limitations and Definitions

2.01 Purpose. The structure governance of the Church is democratic congregationalism. Each Member is responsible as the priesthood of believers to the Lordship of Jesus Christ as revealed in His inerrant Word. The rights and responsibilities of the congregation are identified in Sections 5.03 and 5.04.

The Corporation 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. The purpose of this Corporation is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20), through:

a. Evangelism/Missions: "To share the Good News of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).

b. Education: "To help Members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, Timothy 2:2).

c. Worship: To participate in public worship services together and to maintain personal daily devotions." (John 4:24).

d. Ministry/Service: “To serve unselfishly, in Jesus’ name, meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world.” (I Peter 4:10-11, Matthew 25:34-40, I Thessalonians 5:11, Galatians 5:13).

e. Fellowship: “To encourage, support and pray for each other as members of the Family of God. To share our lives together.” (I John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5, 7, John 13:34-35).

This Church seeks to benefit the people of Tulsa County and surrounding areas by providing opportunities for spiritual, physical, intellectual, social, and cultural development. (Luke 2:52).

2.02 Limitations. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in its Articles of Incorporation and under Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

a. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (1) 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 (2) 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. The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation’s religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

c. Upon the liquidation or dissolution of the Corporation, the Elder Board of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all Corporation assets to any organization designated by the Elder Board of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).”

2.03. Definitions. For purposes of these Bylaws, the following terms, when capitalized herein, shall have the following meanings:

a. the “Act” means the Oklahoma General Corporation Act, found at Title 18 Okla. Stat. §§ 1001 through 1144, as the same may be modified and amended from time to time.

b. “Church” means New Beginnings Church, Inc., a Southern Baptist church.

c. “Church Roll” means the list of Members of the Church, maintained by the Church.

d. “Majority Vote of the Elder Board” means a vote of not less than 51% of the total number of the voting members appointed to the Elder Board at the time the vote is taken.

e. “Member” means an individual who has completed the steps for membership in the Church, as set forth in Section 5.02 hereof.

f. “Membership Meeting” means general or special meeting(s) of the Members of the Church for the purpose of conducting business, called pursuant to Article 6 hereof.

g. “Elder Board Members” means the total number of individuals appointed to the Elder Board pursuant to Sections 7.01, 7.03 and 7.05 hereof.

h. “Policies and Procedures Manual” means the Policies and Procedures Manual for the Church, to be maintained in the Church office.

i. “Teaching Pastor Candidate” means an individual designated by a pastor search committee as a candidate to fill a Teaching Pastor vacancy.

j. “Stewardship Council Members” means the total number of individuals appointed to the Stewardship Council pursuant to Sections 8.03 and 8.05 hereof.

k. “2/3 Quorum Vote of the Church” means a vote of not less than 2/3 of the number of Members present at the designated Membership Meeting(s) where the vote is being taken.

l. “Lay Elder” is a church member who fits the Biblical requirements of being an Elder – See Section 7.04

m. “Vocational Elder” is a member of the Pastoral Staff of the Church who fits the Biblical requirements of being an Elder – See Section 7.04. Vocational Elders are chosen by the Elder Board in accordance with Section 7.01. See differences of voting and non-voting Vocational Elders in Article 7.

### **ARTICLE 3**

#### Statement of Faith

We affirm the Holy Bible as the inspired Word of God and as the only basis for our beliefs. This Church accepts the 2000 “The Baptist Faith and Message,” affirmation of basic Christian beliefs, and subsequent versions as amended, as a general statement of our faith.

### **ARTICLE 4**

#### Affiliation

The Church voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions. Recognizing the benefits of cooperation with other churches in world missions, the Church cooperates with other Christian Churches and ministries of like faith. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

### **ARTICLE 5**

#### Membership

5.01 General. The membership of the Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role. Candidates for membership shall be presented to the Church at any worship service to make known their request for membership, with approval expressed by a show of hands of the Members present at that service. A membership roll (“Church Roll”) shall be maintained by the Church and updated periodically.

5.02 Qualifications for Membership:

- a. A personal commitment of faith in Jesus Christ for salvation.
- b. Baptism by immersion as a testimony of salvation.

Fulfillment of the qualifications for membership may be by (i) initial expression and completion of a and b above at the Church; (ii) transfer of membership from another Southern Baptist church; or (iii) a statement of prior personal commitment of faith in Jesus Christ for salvation and baptism by immersion when no transfer of letter is obtainable.

5.03 Responsibilities of Membership. The responsibilities of membership are as follows (taken in part from The New Beginnings Membership Covenant):

- a. A commitment to abide by the Membership Covenant.

b. To complete the church membership (new member's) class.

c. To protect the unity of the Church by:

- (i) acting in love toward other Members;
- (ii) refusing to gossip; and
- (iii) following the leaders of the Church.

(1 Peter 1:22; Ephesians 4:29; Hebrews 13:17)

d. To share the responsibility of the Church by:

- (i) praying for its growth;
- (ii) inviting the unchurched to attend; and
- (iii) warmly welcoming those who visit.

(1 Thessalonians 1:1-2; Luke 14:23; Romans 15:7)

e. To serve the ministry of the Church by:

- (i) discovering your gifts and talents;
- (ii) being equipped to serve by the Church pastors; and
- (iii) developing a servant's heart.

(1 Peter 4:10; Ephesians 4:11-12; Philippians 2:3-7)

f. To support the testimony of the Church by:

- (i) attending faithfully;
- (ii) living a Godly life; and
- (iii) giving regularly.

(Hebrews 10:25; Philippians 1:27; Leviticus 27:30)

5.04 Voting Rights of Membership. Every Member shall have the right to vote on the following matters: (i) the annual budget of the Church; (ii) borrowing money and incurring indebtedness in excess of five percent (5%) of the annual Church budget; (iii) the sale, lease or exchange of Church property in excess of five percent (5%) of the annual Church budget; (iv) any expenditure of Church funds in excess of five percent (5%) of the annual Church budget; (v) amendments to the Articles of Incorporation or Bylaws of the Church; (vi) the calling of the Teaching Pastor; (vii) the affirmation of the Lay Elder Board Members, Stewardship Council Members, Deacons and Trustees; and (viii) such other matters as may be brought for a vote of the Church by the Elder Board. Each Member sixteen (16) years and older is entitled to one vote. Voting by proxy or absentee ballot is prohibited.

5.05 Termination of Membership. Members shall be removed from the Church Roll for the following reasons:

a. Death.

- b. Transfer of membership to another church.
- c. Personal request of the Member in writing to the Elder Board.
- d. Dismissal according to the following conditions:
  - (1) Clear facts exist that indicate the Member's life and conduct are a hindrance to the Church's ministry influence in the community.
  - (2) The Elder Board, by a Majority Vote, recommends dismissal of said Member. Procedures for the dismissal of a Member shall be according to Matthew 18:15-17.
  - (3) The final act of dismissal of the Member requires a Majority Vote of the Elder Board

5.06 Restoration of Members. A dismissed Member may be restored to membership by:

- (1) Clear facts exist that indicate the Member's life and conduct have changed to a point where they are no longer a hindrance to the Church's ministry influence in the community.
- (2) The Elder Board, by a Majority Vote, recommends that the dismissed Member be restored to membership in the Church.
- (3) The final act of restoring the membership of a previously dismissed Member requires a Majority Vote of the Elder Board

## **ARTICLE 6**

### Membership Meetings

6.01 Place. Meetings of the Members shall be held at the principal office of the Church or at such other place or places within or outside Oklahoma, as may be designated from time to time by the Elder Board.

6.02 General Meetings. General meeting(s) of the Members shall be held annually, prior to the new fiscal year of the Church, or at such time as determined by the Elder Board. These general meeting(s) shall be the annual Membership Meeting, and may consist of one or more meetings held on one day, or within a specified time frame, so that each Church Member will have the opportunity to attend and Vote. The purpose of these meeting(s) shall be to adopt an annual budget, to affirm the Lay Elder Board Members, Stewardship Council Members, Deacons and Trustees, and to conduct any other

business requiring a vote of the Church pursuant to these Bylaws or properly proposed by the Elder Board.

6.03 Special Meetings. Special meetings may be called at any time by a Majority Vote of the Elder Board for any purpose by giving notice to the Members in accordance with Article 6.04 hereof.

6.04 Notice Requirements for Membership Meetings.

a. General Requirements. Whenever Members are required or permitted to take any action at a meeting, notice shall be given to Members (i) no less than thirty (30) days prior to the meeting for votes on items set forth in 6.04b(2), 6.04b(3) and 6.04b(4). below, and (ii) no less than one (1) week prior to the meeting for votes on other matters. Notification of Membership Meetings shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a Membership Meeting:

- (1) Distribution of written material to the congregation in attendance at a Sunday service;
- (2) Announcement of the meeting in a regularly published Church publication;
- (3) Oral announcement to the congregation at a Sunday service; or
- (4) Mailing through the United States Postal Service to each Member identified on the Church Roll.

b. Notice of Certain Agenda Items. The notice for a Membership Meeting at which any of the following proposals are to be considered shall include the nature of the proposal in written form:

- (1) Calling of the Teaching Pastor;
- (2) Amending the Articles of Incorporation;
- (3) Adopting, amending or repealing the Bylaws;
- (4) Disposing of all or substantially all of the Church's assets; or
- (5) Approving the acquisition of real property and related indebtedness

6.05 Quorum. Those Members present and voting at a meeting duly noticed and called shall constitute a quorum of the Members for the transaction of business. All actions must be approved by a 2/3 Quorum Vote of the Church.

## ARTICLE 7

## Elder Board

7.01 Number and Term of Members. The Elder Board shall consist of a group of Godly men who shall function under the Biblical model of Elders. The Elder Board shall consist of Vocational Elders (minimum of one (1) pastoral staff member (The Lead Pastor), but not necessarily all pastoral staff), and Lay Elders (church members who fit the Biblical requirements of being an Elder – See Section 7.04). Lay Elders shall be nominated and elected in accordance with Section 7.03 and 7.05 of this Article. Vocational Elders shall be chosen by majority vote of the Elder Board and the Elder Board shall determine their term and voting rights. The voting members of the Elder Board shall always be an odd number and shall not be less than five (5), nor more than nine (9), and may also include a number of ex-officio or non-voting members (such as previous Lay Elders or other non-voting pastoral staff members), as determined by the Elder Board. At no time shall the number of voting Vocational Elders outnumber the Lay Elders on the Elder Board.

Each Lay Elder shall hold office for a period of one (1) year or until his successor is elected, appointed, or designated in accordance with Section 7.03 or 7.05 hereof, and may serve successive terms; provided, however, elected members shall serve no more than three (3) consecutive terms, and shall not be re-elected as a member less than one (1) year from the end of their last term. The Lead Pastor shall always be on the Elder Board and a voting member, unless he resigns or is removed per Section 7.14/ Section 7.15.

7.02 Specific Responsibilities; Limitations. In addition to any general responsibilities granted elsewhere in these Bylaws, and subject to the limitations contained elsewhere in these Bylaws, the Elder Board shall have the responsibility to:

a. Serve the Lord Jesus Christ by giving direction to the Church. The Elder Board will depend upon God's Word and the Holy Spirit to guide the Church through discerning prayer, persuasive teaching, exemplary living, collective wisdom and nurturing the God-given gifts of the Church.

b. Select and remove all ministerial employees (including pastoral staff) and agents of the Church, and prescribe any responsibilities and duties for such employees and agents that are consistent with law, with the Articles of Incorporation, and with these Bylaws. The hiring, termination and management of all non-ministerial employees of the Church, along with management of all other human resources functions for the Church, shall be the responsibility of a Pastoral Staff member as designated by the Elder Board. The Elder Board shall utilize committees, advisors, and consultants, and shall seek other appropriate guidance, as needed, to conduct the hiring, firing and human resources processes and maintain the safety and security of the Church and its Members. The Elder Board will determine which Pastoral Staff member will be designated as "Lead Pastor" to lead the Pastoral Staff and other employees of the Church.

c. Determine the compensation for all employees and agents of the Church, within the confines of the Budget approved by the Stewardship Council and the Church. Voting Vocational Elders are not allowed to vote on their own compensation package.

d. Oversee the nomination and election of Deacons of the Church, and the formation and function of special committees and other ministry teams of the Church.

7.03 Nomination and Election of Lay Elders. Lay Members of the Elder Board (including the initial members) shall be selected according to the following process:

a. A list of qualifications and nomination forms will be provided to the Church annually, following which Church Members may nominate candidates they believe are qualified for the Elder Board.

b. Following a thorough evaluation process, a list of qualified candidates will be presented to the Church for approval by a 2/3 Quorum Vote of the Church at designated Membership Meeting(s) duly called and noticed. Each Lay Elder Board Member shall be affirmed annually by the Church by a 2/3 Quorum Vote of the Church at Membership Meeting(s) designated as annual meeting(s). The evaluation process for new Lay Elder Board members will be conducted by the Elder Board and an ad hoc nomination committee appointed by the Elder Board, if needed.

Additional details of the nomination and evaluation process for members of the Elder Board are set forth in the Policies and Procedures Manual.

7.04 Qualifications. Each Elder Board member shall meet the following qualifications:

a. Must be scripturally qualified in accordance with the Biblical model for Elders. Additional details of the qualifications for Elder Board members are set forth in the Policies and Procedures Manual;

b. Must be a current Member and shall have been a Member of the Church for not less than two (2) years;

c. Must not be an immediate family member (i.e., spouse, son, father, or brother) of any paid employee of the Church;

d. Must be a regular/consistent giver of tithes demonstrating faithful stewardship as determined by the Elder Board;

e. Must be currently serving in at least one ministry in the Church; and

f. Must be currently participating in a Church small group (i.e. D-Group, as defined by the Church).

7.05 Vacancies. For Lay Elder vacancies, the Elder Board shall nominate a person who meets the qualifications set forth in Section 7.04 above to fill any Lay Elder vacancy occurring on the Elder Board occurring in the middle of a term. Such nominated person or persons shall serve without affirmation of the Church until the next annual Membership Meeting(s), at which time such person or persons will be required to be elected and affirmed

according to the nomination process set forth above. Vocational Elder vacancies shall be filled as determined by the Elder Board.

7.06 Meetings. Regular or special meetings of the Elder Board may be held at the Church's registered office, or at such location as shall be determined appropriate and announced to the Elder Board members in advance. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Elder Board members participating in the meeting can hear one another. All Elder Board members participating in the conference call shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

7.07 Action Without Meeting. Any action required or permitted to be taken by the Elder Board may be taken without a meeting, if all of the voting Elder Board 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 Elder Board. Consent in writing transmitted by fax or e-mail shall be acceptable for purposes of this Section 7.07.

7.08 Quorum. A majority of the number of Elder Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Elder Board. The Elder Board Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elder Board Members leave the meeting so that less than a quorum remains. However, no action may be approved without a Majority Vote of the Elder Board. Vocational Elder Board members are not allowed to vote or participate in discussions on matters where there is a conflict of interest, including, without limitation; determining their own salary, or their own hiring or termination, etc...

7.09 Duties of Elder Board Members. Elder Board 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. Elder Board 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 employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder Board Member is not relying in good faith if the Elder Board Member has knowledge concerning a matter in question that renders reliance unwarranted.

7.10 Delegation of Duties. The Elder Board may select advisors and delegate duties and responsibilities to them; provided, however, that no advisor shall be permitted to take any action which is outside the scope of actions authorized to be taken by the Elder Board. Elder Board Members have no liability for actions taken or omitted by the advisor if the Elder Board acts in good faith and with ordinary care in selecting the advisor. The Elder Board may remove or replace the advisor, with or without cause.

7.11 Interested Members. Contracts or transactions between the Church and Elder Board Members or other Members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Elder Board Member or Church Member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are

counted for the purpose. However, the material facts must be disclosed to or known by the Elder Board or the Church or other group authorizing the transaction, and approval from Elder Board Members other than the interested parties must be obtained.

7.12 Actions of Elder Board. A Majority Vote of the Elder Board (not a Majority Vote of the members present and voting at the meeting, but a Majority Vote of the total voting Elder Board Members) shall be sufficient to constitute the act of the Elder Board unless the act of a greater number is required by law or these Bylaws. The Elder Board shall prayerfully consider each matter brought for a vote, and when dissenting votes exist, the members shall make every effort to proceed in a manner that results in unity of purpose, despite the differing opinions.

7.13 No Compensation. Elder Board members, shall not receive salaries or compensation for their services to the Elder Board. The Elder Board may adopt a resolution providing for payment to members for expenses of attendance, if any, at a meeting of the Elder Board.

7.14 Removal and Resignation of Elder Board Members. The Elder Board may vote to remove an Elder Board member, at any time, with or without cause. A meeting to consider the removal of an Elder Board member may be called and noticed following the procedures provided in these Bylaws. An Elder Board member may be removed by a vote of not less than 2/3 of the total number of voting members of the Elder Board at the time the vote is taken, excluding the Member subject of the removal. This section applies to both Lay Elders and Vocational Elders.

7.15 Removal of Pastoral Staff or other Employees of the Church. Subject to the rights of an employee under any contract of employment, all employees may be removed, with or without cause, by the Elder Board, at any regular or special meeting of the Elder Board.

When there is a vacancy in the position of the Teaching Pastor, The Elder Board shall appoint an Interim Pastor to handle limited duties during the period of such vacancy. The Interim Pastor selected will remain in this position until such time as one of the following occurs:

- a. The Interim Pastor resigns from that position;
- b. A new Teaching Pastor is called and approved by the Church; or
- c. The Elder Board removes the Interim Pastor from that position by a Majority Vote of the Elder Board.

When a Teaching Pastoral vacancy occurs, the Elder Board shall be responsible for taking the appropriate steps to present a Teaching Pastor Candidate to the Church for a vote of the Members, as follows:

- (1) The Elder Board shall designate a Pastor Search Committee as soon as possible after learning of the impending vacancy.

(2) The Pastor Search Committee shall conduct a search and shall present the Teaching Pastor Candidate to the Elder Board.

(3) The Elder Board shall conduct the election process, as follows:

(i) The Church Members shall be given notice, as set forth in Section 6.04 hereof, that the Elder Board has a Teaching Pastor Candidate to present to the Church for consideration. Prior to a vote being taken, the Church Members shall have an informal time of interaction with the Teaching Pastor Candidate, and the Teaching Pastor Candidate shall present a sermon to the Church.

(ii) During Membership Meeting(s) called for this purpose, as set forth in Section 6.04 herein, the Elder Board shall present the Teaching Pastor Candidate to the congregation. After such presentation, the Teaching Pastor Candidate and his family shall be excused from the meeting prior to a vote being taken.

(iii) The Church Members will vote whether or not to call the Teaching Pastor Candidate by a secret ballot vote, which vote shall be counted by the Elder Board.

(iv) Absentee ballots will not be allowed in a vote to call a Teaching Pastor.

(v) The Pastor Search Committee shall not present more than one name at a time of a Teaching Pastor Candidate for consideration by the Elder Board.

(vi) The job description of the Teaching Pastor shall be included in the Policies and Procedures Manual.

## **ARTICLE 8**

### **Stewardship Council**

8.01 Number and Term of Members. The Stewardship Council shall consist of such number of members as may, from time to time, be selected in accordance with Sections 8.03 and 8.05 of this Article, provided that such number shall always be an odd number, and shall not be less than five (5), nor more than seven (7), and shall include a Pastoral Staff member as designated by the Elder Board as an ex-officio, non-voting member, along with a number of other ex-officio, non-voting members as determined by the Stewardship Council.

The Stewardship Council shall select a chairman from its members who shall preside at all Stewardship Council meetings. In the absence of the Chairman, another Stewardship Council Member may be designated by the Stewardship Council to preside at such meeting. Each member of the Stewardship Council shall hold office for a period of one (1) year or until his or her successor is elected, appointed, or designated in accordance with Section

8.03 or 8.05 hereof, and may serve successive terms; provided, however, elected members shall serve no more than three (3) consecutive terms, and shall not be re-elected as a member less than one (1) year from the end of their last term.

8.02 Responsibilities; Limitations. The Stewardship Council shall have the responsibility to:

a. Using information gathered from church staff, ministries, and committees, formulate and recommend the annual Church budget, to be voted on by the Church at the annual Membership Meeting(s).

b. Approve borrowing money and incurring indebtedness on behalf of the Church in excess of the Church budget, not to exceed five percent (5%) of the Church budget; and investigate, consider and make recommendations for a vote of the Church on borrowing money and incurring indebtedness in excess of five percent (5%). Any such borrowing up to five percent (5%) of the Church budget shall require the additional approval of the Elder Board, and any such borrowing in excess of five percent (5%) of the Church budget shall require a 2/3 Quorum Vote of the Church at designated meeting(s) duly called and noticed.

c. Manage the acquisition and disposition of Church property, which includes the management of its financial resources (as limited herein); provided, however, the sale, lease or exchange of Church property and assets with a value up to five percent (5%) of the Church budget shall require the additional approval of the Elder Board, and any sale, lease or exchange of Church property and assets with a value in excess of five percent (5%) of the annual budget of the Church at the time of such sale, lease or exchange shall require a 2/3 Quorum Vote of the Church at designated meeting(s) duly called and noticed.

d. Manage the budget of the Church within five percent (5%) of the annual budget approved by the Church. Any expenditure which is over the annual budget approved by the Church, but not more than five percent (5%) over such budget, shall require the additional approval of the Elder Board, and any expenditure which is more than five percent (5%) over the annual budget approved by the Church shall require a 2/3 Quorum Vote of the Church at designated meeting(s) duly called and noticed.

e. Set procedures for and oversee the process of counting tithes and offerings of the Church to ensure security and accuracy.

8.03 Nomination and Election. Members of the Stewardship Council shall be selected according to the following process:

a. The initial Stewardship Council Members shall be nominated by the Church on forms provided, evaluated by a committee appointed by the Elder Board and approved by a 2/3 Quorum Vote of the Church at designated Membership Meeting(s) where these Bylaws are approved, and voted on by a 2/3 Quorum Vote of the Church at special meeting(s) designated for such purpose.

b. Each Stewardship Council Member other than the initial members shall be nominated by the Stewardship Council.

c. Following a thorough evaluation process by the Elder Board, a list of qualified candidates will be presented to the Church for approval. Each Stewardship Council Member shall be affirmed annually by the Church by a 2/3 Quorum Vote of the Church at designated annual Membership Meeting(s).

8.04 Qualifications. Each Stewardship Council Member shall meet the following qualifications:

a. Must be a current Member of the Church, and must have been a Member of the Church for not less than two (2) years;

b. Must not be a paid employee of the Church; provided, however, that ex-officio, non-voting members of the Stewardship Council may be paid employees of the Church;

c. Must not be an immediate family member (i.e., spouse, son, father, or brother) of any paid employee of the Church;

d. Must be a regular/consistent giver of tithes demonstrating faithful stewardship as determined by the Church;

e. Must have proven business and/or church leadership skills with requisite knowledge and experience in finance, accounting, human resources, etc., as determined by the Church;

f. Must be currently serving in at least one ministry in the Church; and

g. Must be currently participating in a Church small group (i.e. D-Group, as defined by the Church).

8.05 Vacancies. The Stewardship Council shall nominate a person who meets the qualifications set forth in Section 8.04 above to fill any vacancy occurring on the Stewardship Council. Such nominated person or persons shall serve without affirmation of the Church until the next annual Membership Meeting(s), at which time such person or persons shall be affirmed by the Church by a 2/3 Quorum Vote of the Church.

8.06 Meetings. Regular or special meetings of the Stewardship Council may be held at the Church's registered office, or at such location as shall be determined appropriate and announced to the Stewardship Council Members in advance. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Stewardship Council Members participating in the meeting can hear one another. All Stewardship Council Members participating in the conference call shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

8.07 Action Without Meeting. Any action required or permitted to be taken by the Stewardship Council may be taken without a meeting, if all of the Stewardship Council 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 Stewardship Council. Consent in writing transmitted by fax or e-mail shall be acceptable for purposes of this Section 8.07.

8.08 Quorum. A majority of the number of Stewardship Council Members then in office shall constitute a quorum for the transaction of business at any meeting of the Stewardship Council. The Stewardship Council Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Stewardship Council Members leave the meeting so that less than a quorum remains. However, no action may be approved without a Majority Vote of the Stewardship Council.

8.09 Duties of Stewardship Council Members. Stewardship Council 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. Stewardship Council 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 employees of the Church, professional advisors or experts such as accountants or legal counsel. A Stewardship Council Member is not relying in good faith if the Stewardship Council Member has knowledge concerning a matter in question that renders reliance unwarranted.

8.10 Actions of Stewardship Council. A Majority Vote of the Stewardship Council (not a Majority Vote of the members present and voting at the meeting, but a Majority Vote of the total Stewardship Council Members) shall be sufficient to constitute the act of the Stewardship Council unless the act of a greater number is required by law or these Bylaws. The Stewardship Council shall prayerfully consider each matter brought for a vote, and when dissenting votes exist, the members shall make every effort to proceed in a manner that results in unity of purpose, despite the differing opinions.

8.11 No Compensation. Stewardship Council Members shall not receive salaries or compensation for their services to the Stewardship Council. The Stewardship Council may adopt a resolution providing for payment to members for expenses of attendance, if any, at a meeting of the Stewardship Council.

8.12 Removal and Resignation of Stewardship Council Members. The Stewardship Council may vote to remove a Stewardship Council Member with or without cause. A meeting to consider the removal of a Stewardship Council Member may be called and noticed following the procedures provided in these Bylaws. A Stewardship Council Member may be removed by a vote of not less than 2/3 of the total members of the Stewardship Council at the time the vote is taken.

## **ARTICLE 9**

## Trustees, Deacons, Special Committees & Other Ministry Teams

9.01 Trustees. There shall be four (4) designated Trustees for the Church. Following the appropriate approvals, as set forth in these Bylaws, of the Elder Board, the Stewardship Council, and/or the Church, the Trustees shall execute and deliver for the Church's purposes and in the name of the Church, contracts, promissory notes, mortgages, security agreements, deeds, leases, and any other documents evidencing approved obligations of the Church. The Trustees shall consist of the Chairman of the Stewardship Council, one other member of the Stewardship Council, and two Lay Elder members of the Elder Board. The individuals serving as Trustees shall be selected by the Stewardship Council and Elder Board, respectively, and affirmed by a 2/3 Quorum Vote of the Church at designated annual meeting(s).

9.02 Deacons. The Deacons of the Church shall consist of a group of Godly men [and/or women](#) who shall function in the role of serving and ministering to Church Members, as needs arise. The number of Deacons shall be as determined by the ~~Deacon-body~~ [Elder board](#).

9.03 Nomination and Election of Deacons. Deacons shall be selected according to the following process:

a. A list of qualifications and nomination forms will be provided to the Church annually, following which Church Members may nominate candidates they believe are qualified to be Deacons.

b. Following a thorough evaluation process by the Elder Board, a list of qualified candidates will be presented to the Church for approval by a 2/3 Quorum Vote of the Church at designated Membership Meeting(s) duly called and noticed. Each Deacon shall be affirmed annually by the Church by a 2/3 Quorum Vote of the Church at annual Membership Meeting(s).

Additional details of the nomination and evaluation process for Deacons are set forth in the Policies and Procedures Manual.

9.04 Qualifications for Deacons. Each Deacon shall meet the following qualifications:

a. Must be scripturally qualified in accordance with the Biblical model for Deacons. Additional details of the qualifications for Deacons are set forth in the Policies and Procedures Manual; and

b. Must be a current Member and shall have been a Member of the Church for not less than two (2) years.

9.05 Committees. Committees and ministry teams to serve specific functions in conformity with the purpose of the Church, as stated in these Bylaws, may be formed by the Elder Board, as needed. Church Members may submit requests to the Elder Board to form

a committee or ministry team pursuant to guidelines maintained in the Policies and Procedures Manual.

## ARTICLE 10

### Indemnification of Elder Board, Stewardship Council, Employees and Other Agents

10.01 Definitions. For the purpose of this Article:

a. Agent. "Agent" means any person who is or was an Elder Board Member, Stewardship Council Member, employee, or other Church Member acting in the capacity of an agent of the Church;

b. Proceeding. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative arising out of or related to such Agent's service to the Church or actions taken on behalf of the Church as determined pursuant to Articles 10.03, 10.04, 10.05; or as applicable; and

c. Expenses. "Expenses" include, without limitation, all attorneys' fees 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 attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

10.02 Successful Defense by Agent. To the extent that an Agent of the Church has been successful on the merits in the defense of any Proceeding, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 10.03 through 10.05 of this Article shall determine whether the Agent is entitled to indemnification.

10.03 Actions Brought by Persons Other than the Church. Subject to the required findings to be made pursuant to Section 10.05, below, the Church shall indemnify any Agent who was or is a party, or is threatened to be made a party, to any Proceeding based on the fact that he or she is or was an Agent of the Church, for all Expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding; provided, however, that this section shall not apply to (i) an action brought by, or on behalf of, the Church, to procure judgment in its favor, (ii) an action brought under the Act, or (iii) an action by the Oklahoma Attorney General.

10.04 Action Brought by or on Behalf of the Church.

a. Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Oklahoma Attorney General, 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.

b. Threatened Pending or Completed Actions Against Agent. The Church 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 by or on behalf of the Church, or brought under the Act, or brought by the Oklahoma Attorney General to procure a judgment in its favor, because of the fact that the person is or was an Agent of the Church, for all Expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

(1) The determination of good faith required by Section 10.05, below, must be made in the manner provided for in that section; and

(2) Where the Agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless and only to the extent that the court in which such Proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably 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.

10.05 Determination of Agents' Good Faith Conduct. The indemnification granted to an Agent in Sections 10.03 and 10.04 of this Article is conditioned on the following:

a. Required Standard of Conduct. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of the Church, and (i) the Agent's conduct shall not have constituted gross negligence, reckless or intentional misconduct or a knowing violation of the law; (ii) the Agent shall not have derived an improper personal benefit; (iii) the Agent must have acted within the scope of such Agent's authority; (iv) the Agent's action must not have been contrary to the provisions of these Bylaws; and (v) with respect to a criminal action or proceeding, the Agent must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the Church or that he or she had reasonable cause to believe that his or her conduct was unlawful.

b. Manner of Determination of Good Faith Conduct. The determination that the Agent did act in a manner complying with Section 10.05a above shall be made by:

(1) The Elder Board by a Majority Vote of the Elder Board Members who are not parties to the Proceeding, or a Majority Vote of both the Elder Board and Stewardship Council if the Agent in question is a member of the Elder Board; or

(2) The court in which the Proceeding is or was pending. Such determination may be made on application brought by the Church or the Agent or the attorney or other

person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Church.

10.06 Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 10.02 or 10.05, in any circumstances when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the Church, 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

b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

10.07 Advance of Expenses. Expenses incurred in defending any Proceeding may be advanced by the Church before the final disposition of the Proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

10.08 Insurance. The Elder Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Church against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agents' status.

## **ARTICLE 11**

### **Records and Reports**

The Church shall maintain the following records and reports:

- a. Adequate and correct books and records of accounts (financial records);
- b. Written minutes of the proceedings of its Membership Meetings, Elder Board meetings, and Stewardship Council meetings;
- c. A record of the Members of the Church, setting forth the Members' names and addresses; and
- d. Contribution statements for contributors.

All such records shall be kept at the Church's principal office.

## **ARTICLE 12**

### Construction and Definitions

Unless otherwise stated herein or the context requires otherwise, the general provisions, rules of construction and definitions in the Act shall govern the construction of these Bylaws.

## **ARTICLE 13**

### Amendments to the Bylaws

Subject to the provisions of the Act, these Bylaws or any provision of them may be altered, amended, or repealed, and new Bylaws may be adopted by a 2/3 Quorum Vote of the Church at designated special or regular Membership Meeting(s) duly called and noticed.

