

BYLAWS
OF
[INSERT CHURCH NAME HERE]

Adopted: _____

BYLAWS

OF

[INSERT CHURCH NAME HERE]

A [State] Corporation

ARTICLE I

Affiliation and Statement of Faith

Section 1.01 Affiliation. [Name] (the “Church”) is affiliated with the Association of Vineyard Churches (“Vineyard USA”). The Church has agreed to adhere to the requirements of the National Leadership Handbook of Vineyard USA. To the extent that any aspect of these Bylaws is inconsistent with the standards for ordination within Vineyard USA, or violates the requirements set forth in the National Leadership Handbook, the standards set forth in the National Leadership Handbook prevail.

Section 1.02 Statement of Faith. Members of [Name] shall subscribe to the Apostles, Nicene, and Chalcedonian Creeds, which we believe reflect Christian orthodoxy. As disciples of Jesus walking together in a Vineyard congregation, seeking to imitate Christ in all things, we receive and interpret the Bible as the normative center of our rule of faith and practice. We embrace the full range of Kingdom practices and standards that are described in the Bible, including proclaiming the gospel of Jesus, praying for healing and deliverance from oppression, ministering to and with the poor, and more. In every way, our desire is to know God, be obedient to God, and experience the kind of life together that God promises in the Bible. By thus articulating and practicing our faith, we intend to remain in theological and practical continuity with the apostolic witness of the Christian Church, as confessed by Christians globally and historically.

As citizens of God’s kingdom, we are called to love, worship, and obey our Lord, to love and serve His Body, the Church, and to present the whole gospel for the whole person throughout the whole world. We believe that the Bible is God’s inspired and authoritative word, revealing that Jesus Christ is God’s son; that people are created in God’s image; that He created us to have eternal life through Jesus Christ; that although all people have sinned and come short of God’s glory, God has made salvation possible through the death on the cross and resurrection of Jesus Christ; that repentance, faith, and loving obedience are fitting responses to God’s initiative of grace towards us; that God desires all people to be saved and to come to the knowledge of the truth; and that the Holy Spirit’s power is demonstrated in and through us for the accomplishment of Christ’s last commandment, “Go into all the world and preach the good news to all creation.” (Mark 16:15)

[Name] subscribes to Vineyard USA’s Statement of Faith. The most current version of the Vineyard USA Statement of Faith is available on the Vineyard USA website.

ARTICLE II Membership

Section 2.01 Members. As required by state corporations law, action which otherwise would require approval by the members shall require approval only of the Board of Elders (the Board). All rights which otherwise would vest in the members including, without limitation, the right to elect directors, shall vest in the Board. Notwithstanding the fact that the Church is not a membership corporation for purposes of governance, these Bylaws refer to persons as “general members” or “members” even though those individuals are not voting members under state corporations law. Individuals meeting the qualifications of Section 2.02 will be considered members of the congregation. All references to members in these bylaws refer to church congregants.

Section 2.02 General Member Qualifications. To qualify for general membership, applicants must have a genuine experience of regeneration through faith in Jesus Christ as determined by the Board of Elders, and the individual applicant must demonstrate commitments to the Church, as determined by the Board, the evidences of which shall include, but are not limited to the following:

- a. An ongoing and growing relationship with Jesus, which is actively supported by discipleship and formation in the Church’s community.
- b. Alignment with the mission, vision, values, and priorities of the Church.
- c. Service in at least one area of ministry in the Church.
- d. Generous and regular giving to the Church.
- e. Regular attendance at the Church’s worship service.

Section 2.03 Authority of Members. While general members of this Church do not have voting rights, the Board of Elders may seek the input of the members through an advisory vote for the following matters:

- a. The calling of a new lead pastor(s);
- b. The purchase or sale of real property when the purchase price exceeds five percent of the general fund gross income from the previous fiscal year;
- c. Any other matter on which the Elders desire input from the congregation.

Section 2.04 Termination of Membership. Membership may be terminated by the Board of Elders when an individual demonstrates, as determined by the Elders, significant disagreement with or deviation from the Statement of Faith, in letter or in spirit, or in cases where the Elders determine that the individual no longer meets the qualifications for membership, or if in the discretion of the Elders, membership should be terminated as a matter of spiritual discipline. General members may resign at any time by giving written notice to the Church. Any general member who is absent from Church services for six months and has ceased to give financially to the Church during that time may be removed from general membership by the Board of Elders.

If cause for removal is found in any member, great care must be taken by the Board of Elders to exercise responsible discernment and communication. Discernment and communication will typically be facilitated by the Elders or the person designated by the Lead Pastor(s), by going to the member privately and confronting the member. This should be done to bring that person to repentance and restore the person to a proper place with God and the Church. If this fails to correct the problem, the Elder or or the person the Lead Pastor(s) designates, and another Elder or designated person shall go to the member and again confront the person with the problem. If this attempt also fails, the Elder or the person designated by the Lead Pastor(s) may bring the matter to the Elders.

Upon hearing the matter, the Elders may consider the recommendation of the Elders or person(s) designated by the Lead Pastor(s) who have spoken with the member under consideration for membership removal. The Elders may vote to remove the individual from membership. The removal and causes for removal may be announced to the Leadership Team and may, at the discretion of the Elders, be announced before the entire Church, or some smaller group of the Church. Additionally, members may be instructed to cease fellowship with such a person until he or she is, by recommendation of the Elders, reinstated by the Board.

Alternative processes for discerning the possible removal of a member may be exercised by agreement of the Lead Pastor(s) and Elders, especially in cases where the Matthew 18 model required in this Section 2.04 would bring harm to vulnerable person(s) or people groups. Translocal leadership of Vineyard USA may be requested to counsel all parties in such matters.

Other forms of discipline may be instituted by agreement of the Lead Pastor(s) and the Elders. Other forms of discipline may include but are not limited to: barring a person from attendance at any church activity or any other discipline which may, in the sole discretion of the Elders and Lead Pastor(s), be appropriate in the circumstances.

ARTICLE III Board of Elders

Section 3.01 Power of Board. Subject to any limitations in the Articles of Incorporation, and instruction from the National Leadership Handbook of Vineyard USA, the activities and affairs of the Church shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Elders. The Board of Elders shall oversee both the spiritual and temporal management of the Church, and will fulfill the requirements of a Board of Directors for all purposes under state law. The Board may delegate the management of the activities of the Church to any person or persons, management company, or committee or committees however composed, provided that the activities and affairs of the Church shall be managed, and all corporate powers shall be exercised under, the ultimate direction of the Elders.

Section 3.02 Number of Elders. The number of Elders of the Church shall be no less than 3 nor more than [____], with the exact number of authorized Elders to be fixed from time to time, within such limits, by approval of the Board. In addition, the Lead Pastor(s) will serve as a voting *ex officio* member of the Board.

Section 3.03 Qualifications for Elders. All Elders must meet the following criteria:

- a. Qualifications as described in I Timothy 3.
- b. The desire, capacity, flexibility, and availability to serve in the elder role.

Elders, besides the Lead Pastor(s) or the Lead Pastor(s) and designated second or second and third Pastors, must also meet the following criteria:

- c. Elders must have attended the Church for at least two years.
- d. Elders must be members of the Church and functioning in exemplary standing (tithing, serving, attending, etc.).
- e. Elders must have volunteered in a ministry for at least two years, preferably in a leadership role.

A majority of the Board of Elders must be independent. For the purposes of these bylaws, an independent director is one who is not an employee of the Church, spouse of a Church employee or any entity affiliated with the Church, or a person having a direct or indirect business relationship with the Church which creates a conflict of interest.

Section 3.04 Election and Term of Office. Elders shall be elected by the Elders. Each Elder, including an Elder elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until his or her successor is elected and qualified. Elders shall be elected for three-year staggered terms in groups of equal size insofar as possible.

Besides pastor(s) holding an elder role because of his or her pastoral position, the selection of a new elder shall at, at a minimum, follow the four (4) steps below:

Nomination: Elder candidates shall be identified and considered by the Board of Elders. Nominations may be submitted by the general membership for consideration by the Board of Elders.

Review: Following a time of prayer, observing that the nominee meets the criteria, the Board of Elders shall notify the nominee that he or she is being considered to hold the office of Elder for the church. The nominee shall submit himself or herself to a time of prayer concerning God's call upon his or her life and his or her possible service as an Elder.

Application: Upon confirmation by the nominee of God's call on his or her life accompanied by faithful, consistent service to the Church, the Elders shall begin a validation process which consists of:

- a. The candidate's application to determine whether they meet the biblical qualifications of an elder,
- b. adequate time to evaluate the candidate is doctrinally sound (Titus 1:9b),
- c. affirmation that the candidate is in agreement with the beliefs and governance of the Church,
- d. and may include various interviews concerning the candidate's character, relationship, life, service within the body, and Christian witness.

Confirmation: Upon satisfactory completion of the validation process, the Elder candidate shall be presented to the congregation for comment on his or her character, qualifications, or any other issue that would affect his or her suitability to serve as an Elder of the Church. The Church body will be afforded time to submit comments, questions, or concerns about any candidate to the Board of Elders. The Board of Elders will spend time considering, investigating and praying through feedback received. When this period is complete the existing Elders will vote.

[Optional Language: Notwithstanding the above, the initial Elders of the Church shall be nominated and reviewed for candidacy by the Lead Pastor(s). The Lead Pastor(s) will make recommendations to the current Board of Directors who will vote on the affirmation of the candidates. At such time as the minimum number of Elders have been affirmed by the current Board of Directors, all directors not elected to an Elder position will be removed from the Board.]

Section 3.05 Resignation, Removal, and Vacancies. Any Elder may resign effective upon giving written notice to an officer of the Board of Elders unless the notice specifies a later time for the effectiveness of such resignation. An Elder may give oral notice of resignation to an officer, but the resignation will not take effect until the Secretary provides written confirmation of the resignation by letter, email or text, to which the resigning Elder makes no objection within one week. However, no Elder may resign where the Church would then be left without an Elder in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A vacancy on the Elders shall be deemed to exist on the occurrence of the death, resignation or removal of any Elder or if the authorized number of Elders is increased.

The Board may remove an Elder who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or been found by a final order or judgment of any court to have breached any corporate legal duty. Elders (other than Lead Pastor(s)) may be removed from office prior to the completion of his or her term of office by the recommendation of the Lead Pastor(s) and a majority of the remaining Elders. Elders (other than the Lead Pastor(s)) may be removed at any time without cause.

No reduction of the authorized number of Elders shall have the effect of removing any Elder prior to the expiration of that Elder's term of office.

Section 3.06 Elder Duties. Being an Elder carries with it a high level of commitment. An Elder may have various responsibilities during the course of his or her term. However, the four main responsibilities of an Elder are to pray, teach, lead, and model.

Pray: As the leaders of the early church did, Elders should take up the responsibility to care for the church in prayer, saying, “We will devote ourselves to prayer” (Acts 6:4). Elders should be dedicated to prayer in their own walk with God and committed to pray for the church, both personally and corporately with the Elders. Elders should pray in at least these ways: in discernment, seeking God’s will for the church; for the pastors, staff, and their families; for church ministries, programs, and outreach; for members of the congregation; and for specific prayer requests.

Teach: Elders must be “able to teach” (1 Tim. 3:2; see 5:17) and must hold “to the faithful message as taught, so that they will be able both to encourage with sound teaching and refute those who contradict it” (Tit. 1:9). The Elders’ teaching can happen in various contexts: in a Family Ministry class, leading a small group, through evangelism, and in other ways. The Elders are responsible for ensuring that sound theology is taught from the pulpit, through corporate worship, and in the various ministries of the church. Elders will also train others to perpetuate the church’s teachings and values.

Lead: Elders are called “overseers” and “shepherds,” titles that highlight their role as leaders (1 Tim 3:1, 1 Pet 5:1-2). Elders should lead the people of the church toward maturity in Christ (Eph. 4:12-13). This leadership should be courageous and proactive and will include working with pastors in issues of conflict and reconciliation.

Model: Elders lead by example and are told to shepherd the church, “not lording it over those entrusted to you, but being examples to the flock” (1 Pet. 5:3). An Elder’s most basic job is to say, “imitate me as I also imitate Christ” (1 Cor. 11:1). Modeling means guarding one’s godliness: “Pay close attention to your life and your teaching” (1 Tim. 4:16). It also requires Elders to be “among the people,” allowing others to see them up close. Finally, Elders are to be models of Christ both in the church and community.

Section 3.07 Additional Duties of Elders.

Counsel and Advise: With prayerful discernment, Elders should offer counsel and advice about the Church to the Lead Pastor(s). As a body, the Elders are responsible for leading and responding to theological, moral, and philosophical issues affecting the Church. When appropriate, they should seek input from the Leadership Team; Area, Regional, and/or Super Regional Leaders; and others in the Church.

Discern and Direct: The Elders shall join the Lead Pastor(s) in discerning and directing vision and organizational objectives for the Church. Under the direction of the Lead

Pastor(s), they shall empower the Leadership Team and its officers, and as is appropriate, collaborate with the Leadership Team and its officers, to execute the day-to-day operational work of the Church.

Lead Pastor(s) Review: Conduct (as deemed necessary) an annual developmental review of the Lead Pastor(s) and, as needed, other members of the Leadership Team. Review of the Lead Pastor(s) must be led by an independent Elder.

Succession: The Elders shall supervise the Lead Pastor(s) succession process, which may be delegated to an Elder committee.

Section 3.08 Place of Meetings. Meetings of the Board of Elders may be held at any place which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the Church.

Section 3.09 Regular Meetings. Regular meetings of the Board of Elders shall be held at least quarterly at the principal office of the Church, unless the Elders sets a different time or location.

Section 3.10 Special Meetings. Special meetings of the Board of Elders for any purpose or purposes may be called at any time by the Lead Pastor(s), Chair of the Board, or any two Elders.

Section 3.11 Notice of Special Meetings. Special meetings of the Board of Elders shall be held upon four days' notice by first-class mail or 24 hours' notice delivered personally or by telephone, SMS, email, or other electronic communication. Any such notice shall be addressed or delivered to each Elder at the most recent address, email address, phone number or other designated electronic communication account each Elder has on file with the Secretary.

Notice by mail shall be deemed to have been given three days after written notice is deposited in the United States. Notice of a special meeting must state the purpose of the meeting, and no business other than the noticed business may be conducted at the meeting.

Section 3.12 Quorum and Action of the Board. A majority of Elders in office constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Section 3.13 of these Bylaws. Unless a greater number is required by law, the Articles of Incorporation or elsewhere in these Bylaws, every action taken or decision made by a majority of the Elders present at a meeting duly held at which a quorum is present is the act of the Board of Elders; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.13 Participation in Meetings by Conference Telephone and Electronic Means. Members of the Board of Elders may participate in a meeting through the use of telephone, video conferencing, or similar communications systems, as long as all Elders participating in such a meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 3.14 Waiver of Notice. Notice of a meeting need not be given to any Elder who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Elder. All such waivers, consents, and approvals shall be made a part of the minutes of the meetings.

Section 3.15 Adjournment. A majority of the Elders present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

Section 3.16 Action Without Meeting. Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, if all the Elders individually or collectively consent in writing unanimously to such action within three business days; provided, however, that the unanimity requirement does not include the consent of any Elder who has a material financial interest in a transaction to which the Church is a party and who is an "interested director." Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such Elders.

Section 3.17 Committees. The Board of Elders may, by resolution adopted by a majority of the number of Elders then in office, create one or more committees, each consisting of two or more Elders, to serve at the pleasure of the Board of Elders. Appointments to such committees shall be by a majority vote of the Elders then in office. The Board may appoint one or more Elders as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee to the extent provided in the resolution of the Board, shall have all the authority of the Board except with respect to:

- a. The approval of any action for which state law requires approval of the Board or of a majority of the Board;
- b. The filling of vacancies on the Board or in any committee which has the authority of the Board;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

- f. The appointment of committees of the Board or the members thereof;
- g. The approval of any self-dealing transaction.

Since Elders are elected primarily for their spiritual maturity and leadership, it may be appropriate for the Elders to appoint an advisory committee with the responsibility to monitor the financial, management and safety of the operations of the Church. Such a committee will serve in an advisory role to the Board of Elders, but may be entrusted to engage in and commit the Church to responsibilities and obligations, provided it regularly reports to the Board of Elders at the meetings of the Board of Elders.

Section 3.18 Meetings and Actions of Committees. Regular and special meetings and actions of committees of the Board of Elders shall be governed by the provisions of this Article III applicable to meetings and actions of the Board, provided however, that the Board may adopt rules for the conduct of the business of any committee consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 3.19 Fees and Compensation. Elders will not be compensated for their service on the Board. However, the Board may authorize reimbursement of the expenses of Elders for their services to the Church as Elders, including attendance at Board Retreats. Elders that serve in another capacity for the Church in addition to serving as a Elders may be compensated for that other capacity.

Section 3.20 Procedural Requirements of Meetings. The meetings of the Church, the Board of Elders, and its committees may be conducted with informality. However, this informality does not apply to procedural requirements mandated by the Articles of Incorporation, these Bylaws, or the state law. When circumstances warrant, or when otherwise invoked by any person entitled to vote at a meeting, any such meeting or a portion of such meeting will be conducted according to the latest edition of Robert's Rules of Order, Newly Revised to the extent that such procedural reference authority does not conflict with the Articles, or Bylaws.

Section 3.21 Annual Meeting of the General Members. The Board of Elders shall set an annual meeting of the general members for the purpose of reporting on the financial and organizational health of the Church, and to vote on any issues delegated by the Board to the consideration of the general membership.

ARTICLE IV

Officers

Section 4.01 Officers. The officers of the Church shall be a Chair of the Board, a Lead Pastor or Lead Pastors, a Secretary, and a Treasurer. The Church also may have, at the discretion of the Board, such other officers as may be elected or appointed in accordance with the provisions of Section 4.03 of this Article IV. Any number of offices may be held

by the same person except that the Lead Pastor(s) may not serve in any other capacity than that of Lead Pastor(s).

Section 4.02 Appointment of Officers. The Lead Pastor(s) shall be elected by vote of the Board of Elders, excluding any other Lead Pastor(s) who are Elders. Removal of a Lead Pastor requires an affirmative vote of 2/3 of the Elders other than any Lead Pastor(s). All other officers of the Church shall be appointed by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service.

Section 4.03 Subordinate Officers. The Board of Elders may appoint and may empower the Lead Pastor(s) or other officers to appoint such other officers as may benefit the Church, each of whom shall hold office for such period as the Board may determine.

Section 4.04 Removal and Resignation. Any officer other than that of Lead Pastor(s) may be removed by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

Any officer may resign at any time by giving written notice to the Church without prejudice to the rights, if any, of the Church under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein.

Section 4.05 Lead Pastor(s). The Lead Pastor(s) is the Lead Elder(s), general manager and chief executive officer of the Church corporation and, subject to the control of the Board of Elders, shall be responsible for the general supervision, direction, and control of the business and officers of the Church. The Lead Pastor(s) may be assigned other powers and duties from time to time by the Elders.

Section 4.06 Chair of the Board. The Chair of the Board shall chair all meetings of the Board of Elders when in attendance. The Chair of the Board shall prepare the agenda for each Board meeting in advance of the meeting for the purpose of assuring that issues that should be addressed at upcoming Board meetings are properly prepared. However, any Elder may raise items of new business at meetings of the Board of Elders. The Chair will have no authority other than those listed in this section. All spiritual authority as leader of the Church will be overseen by the Lead Pastor(s).

Section 4.06 Secretary. The Secretary shall keep or cause to be prepared and maintained, a record of minutes of all meetings of the Board and its committees. The minutes shall include at a minimum, the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the precise language of all motions and resolutions presented to the Board, and the outcome of all votes on such motions and resolutions. The Secretary shall have principal responsibility for assuring that all corporate documents and records are maintained in accordance with any Document Retention or Destruction Policy prescribed

by the Board and shall certify such records as needed by the Corporation in carrying out its business.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.07 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Church. The books of account shall be open at all reasonable times to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Church as may be ordered by the Board, shall render to the Lead Pastor(s) and the Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Church, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V Ecclesiastical Authority

Section 5.01 Ecclesiastical Matters. All ecclesiastical matters relating to the Church including, but not limited to, matters of doctrine and interpretation, matters of spiritual ordinances for the Church, direction of ministry, leading and discernment for initiating and determining ministry activities, and any other matters reasonably connected to the spiritual leadership of the Church shall be the ultimate responsibility of the Elders and shall be under their authority, with advice and counsel being either initiated and/or received from the Leadership Team or Vineyard USA translocal leadership.

Section 5.02 Powers and Duty of the Lead Pastor(s). The Lead Pastor(s) shall lead the Elders who share responsibility for the spiritual oversight of the Congregation. The Lead Pastor(s) shall preside at all members' meetings. The Lead Pastor(s) shall have such additional powers and duties as the Board of Elders may delegate.

Section 5.03 Decisions by Multiple Lead Pastors. When there is more than one Lead Pastor, a decision within the authority of a Lead Pastor under these Bylaws is an act of the Lead Pastor(s). Where there are differences of opinion among multiple Lead Pastors, the Lead Pastors will meet and vote on their decision. Where there is a tie vote among the Lead Pastors, the decision to be made that would otherwise be a Lead Pastor decision will be made by the Board.

Section 5.04 Calling the Lead Pastor(s). A new Lead Pastor(s) may be called by a 2/3 majority vote of the Board of Elders subject to Section 2.03 of these bylaws.

Section 5.05 Correction and Removal of the Lead Pastor(s). The Lead Pastor(s) may be removed by a 2/3 majority vote of all of the Elders then serving in the role of Elder, excluding all Lead Pastor(s). The Lead Pastor(s) is not entitled to a vote on his or her removal. The Lead Pastor(s) shall be entitled to a written account of the charges and actions being considered and, and an opportunity to present his or her case to the remaining Elder members prior to a vote.

Grounds for correction or removal of the Lead Pastor(s) shall include significant departure from the Statement of Faith as determined by the remaining members of the Board of Elders; substantial departure from Biblical norms of behavior as determined by the remaining members of the Board of Elders; or failure to faithfully fulfill the duties of the office of Lead Pastor(s). Translocal leadership of Vineyard USA may be requested to counsel all parties in such matters.

Section 5.06 Notification of Correction or Removal. The Board of Elders will notify the designated Vineyard USA Super Regional Leader within 48 hours of any corrective or removal action against the Lead Pastor(s)

Section 5.07 Interim Lead Pastor(s). If for any reason the Lead Pastor(s) cannot fulfill the duties of the office of Lead Pastor(s), an Interim Lead Pastor(s) may be appointed by a 2/3 majority vote of the Elders. Additionally, in the event that the Lead Pastor(s) resigns or is removed from his or her role before a permanent Lead Pastor(s) has been appointed, the Elders must promptly appoint an Interim Lead Pastor(s).

Section 5.08 Leadership Team. In consultation with the Elders, the Lead Pastor(s) shall appoint a Leadership Team to execute the vision and organizational objectives of the Church and provide input to the Elders about the Church and its affairs.

Section 5.09 Number on Leadership Team. The size of the Leadership Team will vary under the direction of the Lead Pastor(s) and Elders.

Section 5.10 Leadership Team Offices. Individual General Members may be appointed to particular leadership roles on the Leadership Team, including pastoral roles. Such leadership roles may be compensated.

Section 5.11 Appointment to the Leadership Team. Appointment to the Leadership Team shall be made by the Lead Pastor(s) or an individual designated by the Lead Pastor(s) to manage this responsibility. To be qualified for appointment the person must be a General Member of the Church in good standing. Additionally, Leadership Team members should have demonstrated personal integrity, a proven record of trustworthiness, teachableness, an anointing for leadership, and healthy friend and familial relationships, including, for married individuals, a strong and stable marriage with support for Church leadership from his or her spouse.

Term of Office. A Leadership Team member shall serve indefinitely until he or she is removed, resigns, or cannot fulfill the duties of Leadership Team members.

Removal. Leadership Team members may be removed without cause by the Lead Pastor(s), the person(s) to whom the Lead Pastor(s) designates that authority, or the Elders.

Section 5.12 Duties of the Leadership Team.

1. Pray: Leadership Team members shall regularly pray for the Church and its ministries.
2. Oversee and Care: Leadership Team members shall lead the various ministries of the Church and care for the individuals serving in the various ministries of the Church.
3. Notice, Discern, and Share: As praying leaders serving the Church, Leadership Team members are tasked with intentionally observing what they understand to be the work of God, discerning possible invitations for the advancement of the Church's ministry, and reporting barriers to health and growth in the Church that they have observed and experienced. When appropriate, either from their own observations or by invitation from the Lead Pastor(s), other Leadership Team officers or Elders, Leadership Team members are encouraged to share what they have noticed and discerned with the Lead Pastor(s), other Leadership Team officers or Elders

ARTICLE VI Ordination

Section 6.01 Principles of Ordination. 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 pastor or other minister of the Gospel is not the result of a title; rather the title is a result of God's calling. This calling is recognized as from the true and living God. It is the privilege of the Church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a person's life. The purpose of this Article is to provide for the ordination of pastors and other ministers of the Gospel.

Section 6.02 Classification. The church recognizes three distinct pastoral/ministerial classifications. They are:

- a. Ordained pastor
- b. Licensed pastor
- c. Commissioned pastoral coordinator

Section 6.03 Qualifications. The qualifications for recognition as an ordained pastor, licensed pastor, or commissioned pastoral coordinator are as follows:

- a. A candidate for ordination by the Church must be a born-again believer in Jesus Christ as described by our Lord in the third chapter of the Gospel of John.
- b. A candidate must subscribe to the Statement of Faith as described in these bylaws.
- c. A candidate must meet the scriptural requirements for the office of elder as described in 1 Timothy 3:1-7 and Titus 1:6-9.
- d. A candidate must believe in the objectives of this Church and its concepts concerning the work of the Holy Spirit today.
- e. A candidate must have evidenced the obvious calling of God in terms of ministerial experience and report.
- f. A candidate must have completed a course of study prescribed or approved by the Lead Pastor(s).

Typically, a person will have completed a probationary period before receiving full ordination.

A pastoral intern or a person who is engaged in professional ministry other than as a pastor may receive credentials as a commissioned pastoral coordinator.

The Board of Elders may make exceptions to these qualifying standards where, in the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with God's Word.

Section 6.04 Procedure for Ordination and Licensing. Persons fulfilling the above qualifications may be recommended by the Lead Pastor(s) to the Board. The Board shall consult the Vineyard USA National Leadership Handbook to determine its duties and obligations therein.

The Board may approve one of three types of pastoral/ministerial credentials;

- a. Ordination: Full, permanent ordination into the ministry of the Gospel of Jesus Christ.
- b. Licensing: Provisional ordination on a year-to-year basis until said candidate has demonstrated a calling and proficiency for long-term ministry within this Church or has established an independent church body with its own ordination procedures which will thereafter ordain the candidate.

- c. Commissioning: Provisional credentials issued on a year-to-year basis recognizing a pastoral internship or a professional level of leadership of one of the integral ministries of the Church.

Section 6.05 Revocation of Ordination. Ordination is a privilege extended to the candidate and can be revoked at any time for cause. When the Elders are considering the revocation of ordination, it shall generally adhere to the following process:

- a. The matter giving rise to revocation shall be sent to the candidate in writing thirty days to sixty days prior to a vote for revocation by the Elders after a majority of the Elders present have voted to send such notice of revocation.
- b. The candidate shall be given opportunity to submit a defense to the charges either in writing or orally before the Elders.
- c. Following the defense or within thirty days from notification the Elders shall vote on the revocation or ordination.
- d. The revocation shall be made by a consensus vote of the Elders present at a meeting.
- e. The outcome of the vote on revocation shall be communicated to the candidate in writing within seven days of the vote on revocation.

In extenuating circumstances where delaying the revocation of ordination would significantly harm the Church or a vulnerable individual or group, the Elders are encouraged to consult with the translocal leadership of Vineyard USA and may choose to expedite the revocation process. In such cases, the Elders may vote to revoke ordination in less than thirty days from the meeting where the majority of the Elders present have voted to send notice of revocation.

Section 6.06 Revocation of Licensing and Commissioning. Licensing and Commissioning is a privilege extended to the candidate and can be revoked by the Board of Elders at any time.

ARTICLE VII Emergency Powers

Section 7.01 Emergency Powers. In anticipation of or during an emergency, the Board of Elders may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

During an emergency, (1) notice of a meeting of the Board of Elders need be given only to those Elders it is practicable to reach and may be given in any practicable manner;

(2) those Elders who participate in a meeting of the Board of Elders shall constitute a quorum; and (3) one or more officers, including subordinate officers, who may not be Elders, who present at a meeting of the Board of Elders may be deemed to be Elders for the meeting, in order to constitute the minimum size of the board as set forth in Section 3.02 herein. Such officers shall be added as available in order of rank and within the same rank in order of seniority. Should there be an insufficient number of Elders available to meet the minimum threshold set forth in Section 3.02, actions by those who are available may carry out actions for the Elders during the time of emergency. In such circumstances, the available Elders may elect temporary Elders to serve until a regular meeting of the Elders, which may ratify the elections made by the smaller body or remove the temporary Elders.

Corporate action taken in good faith during an emergency to further the ordinary activities and affairs of the corporation: (1) binds the Church; and (2) may not be used to impose liability on an Elders, officer, employee, or agent.

“Emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Church's Board of Elders cannot be readily convened for action: (1) a natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion; (2) an act of terrorism, violence, or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or (3) a state of emergency proclaimed by a governor or by the President of the United States.

ARTICLE VIII

Indemnification, Insurance and Elder Liability

Section 8.01 Right to Indemnification. This Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, Elder, or 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, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, upon approval by the Board.

In determining whether indemnification is available to the Elder, officer, or agent of this Church under state corporation law, the determination as to whether the applicable standard of conduct has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Elders who are not parties to the proceeding is less than two-thirds of the total number of Elders seated at the time the determination is to be made, the determination as to whether the applicable

standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8.02 Insurance. This Church has the power and must use its best efforts to purchase and maintain insurance on behalf of any Elder, officer, or agent of the Church, against any liability asserted against or incurred by the Elder, officer, or agent in any such capacity or arising out of the Elder's, officer's, or agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under Section 6.01 of these Bylaws; provided, however, that the Church may not purchase and maintain such insurance to indemnify any Elder, officer, or agent of the Corporation for any self-dealing transaction.

ARTICLE IX Miscellaneous

Section 9.01 Fiscal Year. The fiscal year of the Church shall be from _____ through _____.

Section 9.02 Checks, Notes and Contracts. The Board of Elders shall determine who shall be authorized from time to time on the Church's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.03 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Church may be adopted, amended or repealed in whole or in part by a $\frac{3}{4}$ vote of the Elders then in office, and the approval of the Lead Pastor(s).

Section 9.04 Loans to Elders and Officers. The Church shall not make any loan of money or property to or guarantee the obligation of any Elder or officer; provided, however, that the Church may advance money to a Elder or officer of the Church for expenses reasonably anticipated to be incurred in the performance of the duties of such Elder or officer, provided that in the absence of such advance, such Elder or officer would be entitled to be reimbursed for such expenses by the Church. The provisions of this §9.04 do not apply to (1) the payment of premiums in whole or in part by the Church on a life insurance policy of an Elder or officer so long as repayment to the Church of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board of Elders, to provide financing for the purchase of the

principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in within 30 miles of the Church.

Section 9.05 Church Property. All property, both real and personal, owned by this Church now and in the future, is and shall be solely and exclusively owned by this Church and, consistent with respective state law, shall not be subject to any trust interest or any other claim of ownership by Vineyard USA or any other ecclesiastical jurisdiction to which this Church may now or in the future be subject.

CERTIFICATE OF SECRETARY

I, _____, the Secretary of _____. hereby certify that the foregoing Bylaws of the Corporation were adopted by the Corporation. on _____. There have been no amendments since that date, and these Bylaws, consisting of 20 pages, are the complete and operative Bylaws as of the date of my signature.

Date

Signature