

Bylaws of
EAST CROSS CHURCH INC.
A Not-For-Profit Oklahoma Corporation

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Let everything be done in a proper and orderly manner-1 Corinthians 14:40

These bylaws set forth herein shall govern the East Cross Church, Inc. (the “Church”), subject to the provisions of the Articles of Incorporation of the Church as they may be amended from time to time, and applicable law.

Section 1 Statement of Purpose These bylaws are hereby established in furtherance of the religious purposes and missions of the Church as set out in its Articles of Incorporation.

The Church has as its mission to promote and to practice the worship of the triune of God of the historical Christian faith as expressed in the Apostles’ Creed; to preach and to teach both testaments of the Holy Bible as the Word of God and the authoritative guide for living; to bear witness in word and by deed to the Good News of the saving power of God through His Son, Jesus the Christ; to encourage believers in their personal faith through community one with another; to celebrate the work of God through His Holy Spirit in believers, and through them in the body of Christ and in the Word by the uninhibited exercise of the gifts of God and the Holy Spirit.

In furtherance of its purpose and mission, the Church shall be welcoming of every person regardless of race, color, ethnic origin, creed or gender.

The property of the Church is irrevocably dedicated to its religious purposes and mission. If the Church should ever dissolve, its assets remaining after payment of, or provision for payment of, its debts and liabilities, shall be distributed to a nonprofit fund, foundation or other tax-exempt organization which is organized and operated exclusively for the same religious purposes and mission as that of the Church.

Section 2 The Provisions of the Methodist Book of Discipline To the extent they are not contrary to, inconsistent with and do not limit the application of these bylaws, the provision of the Book of Discipline of the United Methodist Church, 2016, (referred to as the “Discipline” in these bylaws) concerning tenants of belief, principles of governance, and officers and administration of the Church are adopted, as part of these bylaws, but without reference to the United Methodist Church (“UMC”), and without incorporation of the provisions of the Discipline related to hierarchical officials in governance over the local church, superintendency, conferences other than the local church conference and charge conference (referred to together in these bylaws as meeting of members of the Church), intra-denominational connections, judicial administration or statement on social principles. If any provision of these bylaws conflicts or is inconsistent with the Discipline, the bylaws provision shall govern.

Section 3 Core Beliefs of the Church The core beliefs of the Church shall be those which are set out in the Discipline, in ¶ 104, The Articles of Religion of the Methodist Church. Notwithstanding any other provision of these bylaws, these core beliefs shall not be subject to amendment or revision.

Section 4 Faith in Practice The Church is a community of broken people in discovery of personal healing and liberating grace from God. It is an organization that is the “pillar and foundation of the truth” (I Timothy 4:15) responsible to teach life-giving truth (“sound doctrine”, 2 Timothy 4:3) which has power to rescue and transform lost and broken individuals (Romans 1:16). The Church does expect its members to act in the larger civic community for the common good, as individuals of Biblical conscience and conviction.

It is consistent with the Church’s ministry of grace to not neglect preaching which upholds the positions and principles of the Word of God as these relate to specific issues of individual dignity. Therefore, to this end the Church affirms and adopts the positions set out in ¶ 161 of the Book of Discipline.

Section 5 Qualification for Directors, Officers and Membership of Governing Bodies of the Church

- A.** Only members of the Church in good standing shall be officers of the Church, and voting members of its Board of Directors, Church Council, Board of Trustees, Staff Parish Relations Committee, Finance Committee, and Nominations Committee. A member who is “in good standing” is a member who is conscientiously aspiring to be faithful to the Member Covenant set out in Paragraph A under Section 9 below.
- B.** No person shall be chosen, appointed or elected to serve in the same position until one year has passed since the expiration of his/her term of service.

Section 6 The Corporate Board and Officers of the Church

- A.** The Church shall have a corporate Board of Directors, having seven (7) members, who are the following persons:

Church Council Chair	Church Council Vice Chair
Board of Trustees Chair	Nominations Committee Vice Chair
Staff Parish Relations Committee Chair	Lay Leader
Finance Committee Chair	

The Chairperson of the Board of Directors will be the Chairperson of the Church Council. The Board of Directors shall serve as the executive committee of the Church Council and shall have the following authority:

- 1.** Any chairperson of the Church Council and of any committee of the Church may refer any of the following matters to the Board of Directors, for its confidential deliberation, management and resolution:
 - a.** Matters which by their nature involve sensitive personal information concerning any employee of the Church or any member of the Church.
 - b.** Matters which require coordinated disclosure with a related matter.

The decision of the Board of Directors in these matters shall be conclusive and final, notwithstanding the fact that any such matter referred to the Board of Directors may be within the scope of authority of the Church Council or a committee of the Church.

- 2.** Except as otherwise provided in these bylaws the Board of Directors shall be responsible for the calling of the meeting of the members of the Church, and the chairperson of the Board of Directors shall preside over all meetings of the members of the Church.
- 3.** Except for the authority granted in these bylaws to the Board of Trustees, the Church Council, the Staff Parish Relations Committee, the Finance Committee, the Nominations Committee, and the Affiliation Committee, the Board of Directors shall have authority to take any and all other actions relating to the governance and transactions of the Church.
- 4.** The Lead Pastor shall be a non-voting ex officio member. Advance notice of all meetings will include the Lead Pastor. The Lead Pastor will be recused if any discussion relates to him/her.

- B.** The Church's Board of Directors shall have the following corporate officers:
- 1.** A President, who shall be one and the same as the chairperson of the Church Council.
 - 2.** 1st Vice Chair, the Lay Leader will preside in the absence of the Chair.
 - 3.** 2nd Vice Chair, the Board of Trustees Chair will preside in the absence of both the Church Council Chair and Lay Leader.
 - 4.** A Secretary, who shall be appointed by the Board of Directors, and who shall be responsible for keeping an accurate record of the meetings of the members of the Church.
 - 5.** A Treasurer, who shall be chairperson of the Finance Committee.

Section 7 The Church Council, Staff Parish Relations Committee, Nominations Committee, Finance Committee, Board of Trustees, Lay Leader, Affiliation Committee and other Church Ministry Organizations.

A. Church Council-The Church shall have a Church Council (sometimes referred to as the "church council" in the Discipline) which shall function as the executive agency of the Church, pursuant to ¶246 of the Discipline. The chairperson of the Church Council shall be approved by the members of the Church at its annual meeting, as provided in ¶ 251.3 of the Discipline. The duties and responsibilities of the Church Council shall be as set out in ¶ 252 of the Discipline. The membership of the Church Council shall be the chairpersons of the committees identified in Paragraphs B-H herein below as well as the team leads/chairs of the teams and or committees identified in Paragraph I below. Employees of the church may be members of the Church Council, however they shall not vote.

B. Staff Parish Relations Committee-The Church shall have a Staff Parish Relations Committee whose membership and mission shall be as provided in ¶258.2 of the Discipline.

C. Nominations Committee-The Church shall have a Nominations Committee. The membership and mission of this committee shall be as provided in ¶258.1 of the Discipline. The Lead Pastor shall chair the Nominations Committee and may vote. Upon the Church Council's approval of those nominated by the Nominations Committee, including the Vice-Chair of said committee, who will serve on the Board of Directors, such nominations shall be submitted to the members of the Church at the annual meeting of Church Members, for their approval.

D. Finance Committee-The Church shall have a Finance Committee whose membership and mission shall be as provided in ¶ 258.4 of the Discipline.

E. Board of Trustees-The Church shall have a Board of Trustees whose membership, duties and authority are set out in ¶¶ 2525, 2526, 2530, 2531, 2532, 2533 and ¶2541 (1), (2), (4) and (6) of the Discipline, disregarding all references to restrictions and limitations relating to the UMC.

F. Lay Leader-The Nominations Committee shall recommend to the Church Council for approval a person to serve as Lay Leader pursuant to ¶251.1(a)-(e) of the Discipline.

G. Membership Secretary-The Nominations Committee shall recommend to the Church Council for its approval a person to serve as Membership Secretary to be the custodian of all records and reports of the Church, including membership records as set out in ¶ 230 of the Discipline. Duties include maintaining the membership records and conducting a membership audit every 3 years.

H. Affiliation Committee-The Church recognizes the benefits of associational affiliation with churches whose core beliefs are consistent with those of the Church for purposes of fellowship, expanded ministry and witness, mutual encouragement and accountability. Therefore, the church shall have an Affiliation Committee when needed and approved by the Church Council.

1. The Affiliation Committee shall have at least five (5) members. It is preferred that members of this committee shall have training in Christian doctrine and biblical theology.
2. Following a time of discernment, approval of an associational affiliation for the Church shall be by affirmative vote greater than or equal to two-thirds (2/3) of the members of the Church at a duly called meeting of the members of the Church.
3. The Affiliation Committee shall be responsible for maintaining communications with the other constituents of the Church's associational affiliation and to represent the Church at meetings of the associational affiliation.
4. The Affiliation Committee shall give its regular report to the Church Council.
5. The members of the Church at a meeting of members called upon recommendation of the Affiliation Committee, or by the Board of Directors on its own motion, may disaffiliate from an associational affiliation upon an affirmative vote greater than or equal to two-thirds (2/3) of the members present at the meeting.
6. No affiliation of the Church shall require the transfer of title of any property of the Church out of the name of the Church and into the name of, or to be held in trust for any other entity.

I. Other Church Ministries and Leaders-The Church shall have such other ministry teams, task forces and committees as the Lead Pastor and the Staff Parish Relations Committee may deem appropriate, including, without limitation, Treasurer of the Church ¶ 258.4, Recording Secretary of the Church ¶ 247.4, Children's Ministry Team, Early Childhood Center Team, Nursery Team, Evangelism & Communications Team, Nurture Team, Missions Team, Stewardship Team, Worship Team, College Outreach, Memorials, Scholarships and Trusts Committee, Military Ministry Coordinator, Volunteer Wedding Coordinators, Small Group Representatives and Youth Team. Each such other ministry team, task force and committee shall have its own chairperson as is approved pursuant to paragraph C ("Nominations Committee") above. Finally, the Church Council may constitute an ad hoc task force for any appropriate purpose, whose members shall be appointed by the Church Council.

J. Terms of Service

1. The members of the Church Council and of the committees of the Church shall serve at the discretion of the Nominations Committee, except for, the Board of Trustees, Nominations Committee and Staff Parish Relations Committee (see #2 below).
2. The Chairperson of the Church Council, Members of the Board of Trustees, Nominations Committee and Staff Parish Relations Committee shall serve one 3-year term. The terms of service for the Church Council and of the committees of the Church shall be staggered, so that one-third

(1/3) of the membership of each of these become vacant and available to be filled with new members.

K. *Role of the Lead Pastor*-The Lead Pastor of the Church shall be an ex officio member of the Church Council and of all the committees of the Church with a vote. The Lead Pastor will be a non-voting member of only the Staff Parish Relations Committee and the Board of Trustees. The Lead Pastor shall receive timely notice of the meetings of all of these.

L. *Qualifications for Serving in Positions of Leadership and Ministry in the Church* Only members of the Church in good standing shall serve in any official or unofficial position which represents the Church, or as a leader of any ministry of the Church.

M. *No Conflicts Statement*- Every director, officer, member of Church Council, member of the committees of the Church, and member of the pastoral staff, by agreeing to serve in their respective positions, shall be deemed to have agreed to be governed by the Conflict of Interest Policy of the Church, which is annexed to these bylaws.

Section 8 The Church Staff Notwithstanding any other provisions concerning the pastoral staff of the Church, the following shall apply.

A. The Church shall have a Lead Pastor and such other members of the pastoral and support staff as shall be approved by the Staff Parish Relations Committee upon recommendation of the Lead Pastor.

B. The Lead Pastor shall be responsible for keeping the Staff Parish Relations Committee informed concerning church staff.

C. In the absence of a Lead Pastor, the Staff Parish Relations Committee shall appoint an Interim Administrative Pastor, who shall be responsible for working with the staff of the Church until a new Lead Pastor has been called, to coordinate the activities and ministries of the staff, to be responsible for finding persons to preach the Word of God at the Church's worship services, and to assist the Staff Parish Relations Committee in facilitating the ministries of the staff.

D. The Lead Pastor shall be responsible for overseeing pastoral care of the members of the Church and for the ministry of the Word of God to the Church. He/she shall be exemplary in conscientiously aspiring to be faithful to the Member Covenant as set at paragraph A under Section 9 below. He/she shall also abide by these bylaws in all respects.

E. The practice and teaching of the Lead Pastor shall be consistent with the core beliefs of the Church, and the member vows as set out in these bylaws. Special consideration will be given for those with an advanced theological degree.

F. In the event that the office of Lead Pastor of the Church is vacant, the procedure for selecting a lead pastor shall be as follows, pursuant to the procedure set out in Section 11, Paragraph K, below.

- 1.** A Pastor Search Committee consisting of nine (9) persons shall be constituted for the purpose of identifying a candidate to serve as Lead Pastor of the Church. This committee shall consist of the following:
 - a.** Three (3) members chosen by the Staff Parish Relations Committee from among their number.
 - b.** From the Board of Directors, three (3) members will

include Church Council Chair, Lay Leader and one member chosen by the Board of Directors among their number.

c. One (1) member chosen by the Church Council from among their number, who is not a member of the Board of Directors or of the Staff Parish Relations Committee.

d. One (1) member of the Church chosen by the Staff Parish Relations Committee who is not a member of the Staff Parish Relations Committee or of the Church Council or of the Board of Directors, who is between the ages of thirty (30) and forty (40) years of age.

e. One (1) member of the Church, as chosen by the Church Council, who is not a member of the Staff Parish Relations Committee or of the Church Council or of the Board of Directors, and who is between the ages of twenty (20) and twenty-nine (29) years of age.

Regarding the above (d) and (e), the pastoral staff of the Church may present a list of potential nominations of individuals; who they know to be a member of the Church, actively involved in the life of the Church, in regular attendance at worship, and in serious pursuit of their own spiritual growth; for the Staff Parish Relations Committee and the Church Council to consider.

2. The chairperson of the Pastoral Search Committee shall a member of the Staff Parish Relations Committee, chosen by the Pastoral Search Committee.

3. The Pastoral Search Committee shall submit to the Church Council, for its approval, a budget for funds to be used by the committee in connection with its search for a Lead Pastor for the Church.

4. By an affirmative vote greater than or equal to two thirds (2/3) of its members, the Pastor Search Committee shall recommend the candidate to the Church Council. Upon an affirmative vote greater than or equal to two thirds (2/3) of the members of the Church Council, the candidate shall be recommended to the Church for its vote at a meeting of the members of the Church specially called for that purpose.

5. Upon an affirmative vote greater than or equal to two thirds (2/3) of the members of the Church present at a meeting duly called for that purpose.

a. The Staff Parish Relations Committee shall issue a call to the candidate to become the Lead Pastor of the Church

b. The terms of the compensation and benefits for the Lead Pastor candidate shall be approved by the Church Council.

6. Upon acceptance of the call by the candidate, the candidate shall become the Lead Pastor of the Church and be ordained and licensed by East Cross Church to be in ministry to the Church.

G. Unless earlier removed for cause or resignation,

1. A Lead Pastor shall serve for a term of three (3) years, renewable upon a favorable vote of no less than two thirds (2/3) of the Church members present at a meeting duly called for that purpose.
2. A Lead Pastor whose term is not renewed shall be eligible to receive separation compensation in an amount no less than the pastor's then current gross taxable monthly compensation for one month for each year of service, up to a total of six (6) months.
3. The Church Council may make other financial arrangements for the separation of a Lead Pastor who resigns to accept another ministry position with the approval of no less than two thirds (2/3) of the members of the Church Council.

H. The Staff Parish Relations Committee, by an affirmative vote greater than or equal to two thirds (2/3) of its members, shall have authority to remove any pastoral staff member.

Section 9 Membership Any person who professes Jesus Christ as his/her Savior and Lord, who has been baptized as a follower of Jesus Christ, who accepts the core beliefs of the Church in these bylaws and, after consultations with the Lead Pastor shall be admitted as a member of the Church. The new member shall be recognized as a member of the Church at one of its regularly scheduled worship services and/or via Church publication where the new member shall affirm his/her commitment to the Member Covenant of the Church.

A. Member Covenant-In faithfulness to their baptismal vow to God, a member of the Church shall covenant before the Church.

1. To renounce the spiritual forces of wickedness, reject the evil powers of the world, and repent of their sin;
2. To accept the freedom and power God gives them to resist evil, injustice, and oppression;
3. To confess Jesus Christ as Savior, put their whole trust in his grace, and promise to serve him as their Lord;
4. To remain faithful members of Christ's holy church and serve as Christ's representatives in the world;
5. To faithfully participate in its ministries by their prayers, their presence, their gifts, their service, and their witness;
6. To receive and profess the Christian faith as contained in the Scriptures of the Old and New Testaments.

B. Participation in the Lord's Supper-To strengthen and encourage themselves to be faithful to their baptismal vow to God and to each other as a member of the Body of Christ, members of the Church shall be encouraged to regularly participate in the Lord's Supper with inward and honest reflection on their need to God's forgiving and empowering presence in the celebration of the grace brought to them through the offering of His body once for all time for them.

C. Friends of East Cross Church-Any person who has attended and supported the Church for three (3) consecutive months shall be considered a Friend of East Cross Church. A Friend of East Cross Church shall not have the privileges of voting and of rights to information which are available only to members. However, a Friend serving on a committee shall have a right to access all information necessary to his/her service, and to exercise the right to vote relating to his/her position.

Section 10 **Indemnification** The Church shall maintain a policy of insurance for the purpose of indemnifying, to the extent of the limits of the coverage obtained, its officers, pastoral staff, other employees and volunteers against liability for damage and other loss resulting from their errors, omissions and non-willful negligence.

Section 11 **Meeting and Voting**

- A.** All meetings are suggested to be conducted according to the procedures set out in in the 12th edition of Robert's Rules of Order.
- B.** The limitations on closed meetings set out in ¶ 722 of the Discipline shall apply to all meetings except for the meeting of the SPRC.
- C.** The confidentiality of the meeting of the Staff Parish Relations Committee, as it may apply to any financial matters discussed by the committee shall not restrict communication of these discussions to members of the Board of Directors.
- D.** No member of the Church Council or of a committee of the Church shall vote on any matter in which he/she has any interest as set out in the Conflict of Interest Policy.
- E.** A quorum for a committee/team meeting exists if at least one half (1/2) of the committee's/team's members are present at such meeting. A quorum for an all Church meeting shall be the members present at a duly called and notice meeting.
- F.** The annual meeting of the members of the Church shall be held no later than the last Sunday of each calendar year. The annual meeting shall be opened with prayer.
- G.** The Board of Directors may call a special meeting of the members of the Church, upon notice duly given, and the Board may call a meeting of members of the Church for a specific purpose upon request, in writing, of at least 100 members.
- H.** Notice of a meeting of members of the Church shall be given to members at least ten (10) days before the date of the meeting by announcement made at the regularly scheduled services of the Church and/or written notice. Notice for every such meeting shall include the date, time and place of the meeting and the purpose for which the meeting is being called. No business shall be conducted at a meeting except as it directly relates to the purpose for which the meeting is called.
- I.** Proxy or absentee voting is not permitted at any meeting of the Church, the Board of Directors or the Church Council or any of the committees of the Church.
- J.** All voting by members of the Church, of the Church Council and of the committees of the Church shall be secret ballot only when deemed necessary.

Section 12 **Amendments and Conflicts**

- A.** Except for the provisions set out in Sections 1, 3, 4, 5, 9, 11 (at its Paragraphs B, C and D) and 12 (at its Paragraph A), these bylaws may be revised, modified or amended by an affirmative vote greater than or equal to two thirds (2/3) of the Church Council at a meeting of its members specially called for that purpose. The Church's articles of incorporation filed with the Oklahoma secretary of state, and these bylaws, may not be amended in any way which would render the Church ineligible to be a tax-exempt religious organization for federal tax purposes.
- B.** Any conflict between the governance procedures set out in these bylaws and those set out in the Discipline shall be resolved by a vote of the Church Council.

Section 13 **Acceptance, Ratification and Review**

A. These bylaws shall be accepted as the bylaws of the Church upon an affirmative vote greater than or equal to two thirds (2/3) of the members of the Church Council present. Every new member shall be given a copy of these bylaws.

B. The Church Council shall review these bylaws annually, at its first meeting of each calendar year, before the annual meeting of the members of the Church, for purposes of reviewing and as appropriate updating these bylaws in light of the Church's core beliefs, Member Covenant and developing governance issues.

Section 14 **Provisional Governance** For a period not to exceed twelve (12) months from the date these bylaws are adopted and accepted by the Church Council, all persons serving on the Church Council, the Staff Parish Relations Committee, the various other committees of the Church and the recording secretary of the Church shall continue as such during the period of transition and merger of the Church and East Cross United Methodist Church. After this 12-month period all people serving on committees will be those who have been recommended by the Nominations Committee and approved by the Church Council.

East Cross Church, Inc. Conflict of Interest Policy

The following is the policy of East Cross Church, Inc. (the “Church”) concerning conflicts of interest between the Church and its Board of Directors, officers and members of the Church Council and committees of the Church.

Article I: Purpose

The purpose of the conflict of interest policy is to protect the interests of the Church when it is contemplating entering into a transaction or arrangement which might benefit the private interest of an officer, director, member of the Church Council, member of any committee of the Church, or member of the pastoral staff or non-pastoral staff of the Church, or which might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

- A. An “Interested Person” is any officer, director, member of the Church Council, member of any committee of the Church, or member of the pastoral staff of the Church having delegated powers, and who has a direct or indirect financial interest, as defined below.
- B. A “Financial Interest” of a person is an interest which the person has, directly or indirectly, through business, investment, or family, including:
 - 1. An ownership or investment interest in an entity with which the Church has a transaction or arrangement,
 - 2. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.
- C. The term “compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- D. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, below, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors, Church Council or committee decides that a conflict of interest exists.

Article III: Procedures

- A. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors, Church Council or committee considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the person shall leave the Board of Directors, Church Council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest:
 - 1. An interested person may make a presentation to the Board of Directors, Church

Council or committee, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the Board of Directors, Church Council or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors, Church Council or committee shall determine whether the Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors, Church Council or committee shall determine by a majority vote of the disinterested directors or members whether the transaction or arrangement is in the best interest of the Church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

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

Article IV: Records of Proceedings

The minutes of the Board of Directors, Church Council and committee shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board of Directors, Church Council or committee as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and voting on the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

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

Article VI: Annual Statements

Each member of the Board of Directors, the Church Council and of the committees of the Church shall affirm that he and she (a) has received a copy of this conflict of interest policy, (b) consents to comply with it, and (c) understands that in order for the Church to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the Church operates in a manner consistent with its exempt purposes and that it does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall consider whether compensation arrangements and benefits are reasonable, based on competent survey information, and that they are the result of arm's length considerations, and, whether relationships with partner enterprise organizations conform to the Church's written policies, are properly recorded, further the Church's exempt purposes and do not result in inurement, impermissible private benefit or in and excess benefit transaction.

Article VIII: Use of Outside Advisors

When conducting the periodic reviews as provided for in Article VII, the Church may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors, the Church Council or the committees of the Church of their responsibility for ensuring that periodic reviews are conducted.

Affirmation of Acceptance

I, the undersigned chairperson of the Church Council, do hereby certify that these bylaws were duly adopted and accepted as the bylaws of the Church at a meeting of the members of the Church Council specially called for that purpose on the ____ day of _____ 2023.

Signed by: _____ Print Name: _____